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June 6, 2008

Division of Corporations
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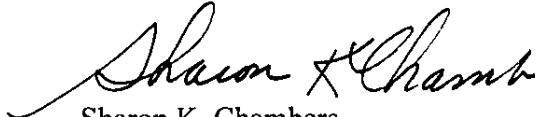
Re: Amended and Restated Articles of Organization of
Winter Strategic Solutions, LLC
Our File No. 22058

Dear Sir/Madam:

Please file the attached Amended and Restated Articles of Organization of Winter Strategic Solutions, LLC.

If you have any questions, please don't hesitate to contact the undersigned.

Sincerely,



Sharon K. Chambers
Paralegal

Skc/Encls.

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
WINTER STRATEGIC SOLUTIONS, LLC,**

Formerly Known As
ECLIPSE COACHING & CONSULTING, LLC

DOCUMENT NUMBER L07000062472

Pursuant to the provisions on section 608.411, Florida Statutes, this Florida profit limited liability company adopts the following Amended and Restated Articles of Organization:

ARTICLE I

NAME

The name of the Limited Liability Company is Winter Strategic Solutions, LLC, formerly known as Eclipse Coaching & Consulting, LLC, formed in accordance with Chapter 608, Florida Statutes.

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is: 800 Hawks Nest Court, Ponte Vedra Beach, FL 32082.

ARTICLE II

PURPOSE

The purpose for which this limited liability company is organized is ANY AND ALL
LAWFUL BUSINESS.

ARTICLE IV


**REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the registered agent is:

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Nicholas V. Pulignano, Jr.
1200 Riverplace Boulevard, Suite 800
Jacksonville, FL 32207

Having been named as registered agent and to accept service of process for the above-stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent

ARTICLE V

MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is therefore a manager-managed company. The name and Florida street address of the Manager is:

G. Scot Winter, 800 Hawks Nest Court, Ponte Vedra Beach, Florida 32082.


ARTICLE VI

EFFECTIVE DATE

The effective date of this amendment is June 13, 2007, the date of registration of the Articles of Organization.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. This Amendment was unanimously approved by the members of the LLC.

In witness whereof, the undersigned has executed these Amended and Restated Articles of Organization this 28th day of May, 2008.



G. Scot Winter
Manager