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**PHOENIX INDUSTRIES, LLC**

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JUN 17 2008

**EXAMINER**

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**AMENDED AND RESTATED**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**PHOENIX INDUSTRIES, LLC**

FILED  
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DIVISION OF CORPORATIONS  
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Phoenix Industries, LLC (the "Company") was formed by the filing of Articles of Organization with the Florida Department of State on June 14, 2007. The undersigned hereby adopts the following Amended and Restated Articles of Organization for the Company in accordance with Section 608.411, Florida Statutes:

**ARTICLE I - NAME OF COMPANY**

The name of the limited liability company is PHOENIX INDUSTRIES, LLC.

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the principal office of the Company is 122 E. Tillman Ave, Lake Wales, FL 33853, and the mailing address of the principal office is P.O. Box 1318, Lake Wales, FL 33859.

**ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Company in the State of Florida is 122 E. Tillman Ave., Lake Wales, FL 33853. The name of the registered agent of the Company at that address is JD Alexander.

**ARTICLE IV - MANAGEMENT**

The Company is to be a manager-managed company. The management of the Company shall be described in an Operating Agreement for the Company (the "Operating Agreement"). As provided more particularly in the Operating Agreement, all management authority of the Company shall reside in the Managers. The Managers may delegate the day-to-

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day management of the Company, in accordance with Section 608.4236, to officers of the Company.

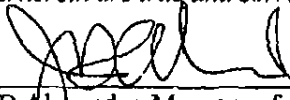
Each Manager and/or officer of the Company shall have the authority and power to bind the Company as more particularly described in the Operating Agreement, and any persons dealing with the Company are hereby placed on notice that the management authority of each Manager and/or officer of the Company is more particularly described in the Operating Agreement, and each such Manager and/or officer shall not have authority to bind the Company except as provided in the Operating Agreement.

ARTICLE V - EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Organization shall be the date of filing of these Amended and Restated Articles of Organization with the Florida Department of State.

The undersigned member has made and subscribed these Amended and Restated Articles of Organization this 28<sup>th</sup> day of March, 2008.

*Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

  
JD Alexander, Manager of Atlanticblue  
Warehousing, LLC, Member of the Company

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