

Division of Corporations

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L07000073251

Florida Department of State
Division of Corporations
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PHIMACO MANAGEMENT, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
PHIMACO MANAGEMENT, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on July 16, 2007 and assigned Florida document number L07000073251.

This amendment and restatement is submitted to amend the existing Articles of Organization of the Company to replace all of them with the following:

ARTICLE I

Name

The name of this Limited Liability Company is **PHIMACO MANAGEMENT, LLC** (the "Company").

ARTICLE II

Addresses

The mailing address and street address of the principal office of the Company is:

Phillip G. Avery, Manager
9450 Corkscrew Palms Circle, Suite 101
Estero, FL 33928

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Office and Agent

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

Phillip G. Avery, Manager
9450 Corkscrew Palms Circle, Suite 101
Estero, FL 33928

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 the provisions of all statutes relating to the proper and complete performance of my duties, and I

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am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Phillip G. Avery

ARTICLE V
Management

The Company is to be managed by one or more Managers and is, therefore, a manager-managed company.

ARTICLE VI
Limitation on Agency
Authority of Members

Pursuant to § 608.4235, Florida Statutes, or any successor provision of applicable law, no Member of the Company shall be an agent of the Company for the purpose of its business solely by virtue of being a Member, and no Member may bind the Company by taking any action solely by virtue of being a Member.

ARTICLE VII
Written Operating Agreement

Any Operating Agreement entered into by the Members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the Members or Managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written Operating Agreement of the Company, as amended and in existence from time to time."

Dated this 6th day of September, 2011.

By: 

Phillip G. Avery, Manager

(In accordance with § 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.)

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