

10/23/2007 TUE 15:22 FAX 9 WILLIAMS PARKER HARRISON

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Division of Corporations

**LO7000105793**

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AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
BUCKENMEYER & KING OF FLORIDA, PLLC

BUCKENMEYER & KING OF FLORIDA, PLLC, a Florida professional limited liability company organized pursuant to Articles of Organization that were duly executed and filed on October 17, 2007, and assigned registration number L07000105793 (the "Company"), hereby files, in accordance with section 608.411, Florida Statutes, amended and restated Articles of Organization reading as follows:

1. Name. The name of the Company is Buckenmeyer & King of Florida, PLLC.

2. Purposes. The purposes for which this Company is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the professional service of accounting, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapters 608 and 621, Florida Statutes.

In the course or furtherance of such professional service of accounting, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such professional service of accounting.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this Company shall not do any act or thing in conflict with any laws of the State of Florida applicable to the professional service of accounting.

3. Street Address and Mailing Address of Principal Office of Company. The mailing address and the principal office address of the Company is 3306 Executive Parkway, Suite 200, Toledo, Ohio 43606.

4. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is Michael J. Wilson, 200 South Orange Avenue, Sarasota, Florida 34236.

5. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.

6. Members. Membership in the Company is restricted as required by Chapter 473 of the Florida Statutes.

7. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Amended and Restated Articles of Organization as of the 23<sup>rd</sup> day of October 2007 (the "Execution Date").



Michael J. Wilson  
Authorized Representative

#### ACKNOWLEDGEMENT OF REGISTERED AGENT

In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.

In witness whereof, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.



Michael J. Wilson  
Registered Agent

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