

02/08/2008 14:57 5616941639

PAGE 01/05

Division of Corporations

<http://efile.sunbiz.org/scripts/efilecover.exe>

L070000115076

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000034783 3)))



H08000034783ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB -8 AM 8:49

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

THE GOLDEN AGE RESOURCE LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$25.00

RECEIVED

08 FEB -8 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN

FEB 1 2008

2/8/08 2:55 PM

EXAMINER

H08000034783

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted February 7, 2008 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: The Golden Age Resource LLC

Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on November 14, 2007.

Article III. Address

The Company's street and mailing address is:

The Golden Age Resource LLC
2101 Vista Parkway
Suite 260
West Palm Beach FL 33441

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Thomas A. Smith
2101 Vista Parkway
Suite 260
West Palm Beach FL 33441

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB - 8 AM 8:49

H08000034783

Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VII. Management

This will be a manager-managed company. The name and address of each manager is:

THOMAS A. SMITH

c/o 2101 Vista Parkway Suite 260 West Palm Beach FL 33441

WILLIAM S. JACKSON

c/o 2101 Vista Parkway Suite 260 West Palm Beach FL 33441

GRAHAM C. LARMER

c/o 2101 Vista Parkway Suite 260 West Palm Beach FL 33441

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB - 8 AM 8:49

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

The Golden Age Resource LLC

By: 

Name: Graham L. Larmer

Title: Sec. - TYPG.

Date: February 8, 2008

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

The Golden Age Resource LLC

REGISTERED AGENT/OFFICE:

Thomas A. Smith
2101 Vista Parkway
Suite 260
West Palm Beach FL 33441

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB - 8 AM 8:49

H08000034783

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



THOMAS A. SMITH

Date: February 8, 2008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB - 8 AM 8:49

Corporate Creations International Inc.
11300 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107