

Jun. 9. 2008 12:54PM

Division of Corporations

No. 1348

P. 1/6

Page 1 of 1

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

From:

Account Name : CONTEGA BUSINESS SERVICES, LLC
Account Number : 120060000142
Phone : (904)355-4541
Fax Number : (904)355-4544

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CMC HOLDINGS, LLC

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Jun. 9. 2008 12:55PM
From:

No. 1348 P. 2/6
08/09/2008 08:57 #057 P.002/000

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CMC HOLDINGS, LLC**

Pursuant to Section 608.411, Florida Statutes, the Articles of Organization of CMC Holdings, LLC, originally filed on April 28, 2008, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the limited liability company is CMC Holdings, LLC (the "Company").

ARTICLE II - ADDRESS

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

3222 Heather Grove Court
Jacksonville, Florida 32223

ARTICLE III - PURPOSE

The Company is organized for the purpose of performing any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE

The Company will exist perpetually. These Amended and Restated Articles of Organization shall be effective as of the date of filing of these Amended and Restated Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V - CONTINUATION OF LIMITED LIABILITY COMPANY

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up; if within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

Prepared by:
Contega Business Services, LLC
554 Lomax Street
Jacksonville, Florida 32204
(904) 355-4541

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From:

No. 1348 P. 3/6
06/08/2008 08:57 #057 P.003/020

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ARTICLE VI - REGISTERED OFFICE AND AGENT

The Company hereby (i) designates 554 Lomax Street, Jacksonville, Florida 32204 as the street address of the Company's registered office, and (ii) names Contega Business Services, LLC as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII - MANAGERS

The following individuals shall serve as managers of the Company until their successors are duly elected or appointed and qualified pursuant to the applicable terms and provisions of the Company's Operating Agreement, or until the earlier of such managers' death, resignations or removals:

David Church
Michael Chambliss
Joseph Michals

ARTICLE IX - INDEMNIFICATION

(a) The Company shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a manager or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a manager or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as a manager or officer within twenty (20) days after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

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From:

No. 1348 P. 4/6
06/09/2008 08:57 #057 P.004/000

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The undersigned, for the purpose of amending and restating the Company's Articles of Organization under the laws of the State of Florida, has executed these Amended and Restated Articles of Organization.

CMC HOLDINGS, LLC

By: 

Joseph Michals, Vice President

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No. 1348 P. 5/6
08/09/2008 08:57 #057 P.005/070

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CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Amended and Restated Articles of Organization were adopted and approved, and their filing authorized, by written consent of the Company's sole manager pursuant to Section 608.4231(6), Florida Statutes, and written consent of the Company's sole member pursuant to Section 608.4231(8), Florida Statutes, on May 30, 2008.

CMC HOLDINGS, LLC

By: 

Joseph Michals, Vice President

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Amended and Restated Articles of Organization, and to comply with the provisions of the Florida Limited Liability Company Act, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

CONTEGA BUSINESS SERVICES, LLC

By: _____

J. Jacob R. Peek, Executive Vice President

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TALLAHASSEE, FLORIDA

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CMC HOLDINGS, LLC

By: _____
Joseph Michals, Vice President

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CONTEGA BUSINESS SERVICES, LLC

By: _____
J. Jacob R. Peek, Executive Vice President

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