

09/03/2008 08:17:58 FAX

GUNSTER, YOKLEY

001/006

Division of Corporations

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# L08000059634

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations **ATTENTION: JOEY BRYAN**  
Fax Number : (850) 617-6383

From:

Account Name : GUNSTER, YOKLEY, ETAL. (WEST PALM BEACH)  
Account Number : 076117000420  
Phone : (561) 650-0728  
Fax Number : (561) 655-5677

## LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

P.I. TRAINING SPECIALISTS OF FLORIDA, LLC

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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EXAMINER

09/03/2008 08:58 FAX

GUNSTER YOAKLEY

002/006



September 3, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
GUNSTER, YOAKLEY, ETAL (WEST PALM BEACH)

SUBJECT: P.I. TRAINING SPECIALISTS OF FLORIDA, LLC  
REF: L08000059634

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DIVISION OF CORPORATIONS  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Because articles of correction must be submitted within 30 business days of the filed date, the enclosed document cannot be filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Regulatory Specialist II

FAX Aud. #: H08000205694  
Letter Number: 608A00048437

P.O BOX 6327 - Tallahassee, Florida 32314

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** P.I. Training Specialists of Florida, LLC

(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Articles of Correction and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary E. Cramer-Scharlatt

(Name of Person)

GUNSTER, YOAKLEY & STEWART, P.A.

(Firm/Company)

777 South Flagler Drive, Suite 500 East

(Address)

West Palm Beach, FL 33401

(City/State and Zip Code)

For further information concerning this matter, please call:

Mary E. Cramer-Scharlatt

(Name of Person)

at ( 561 ) 650-0728

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☒ \$30 Filing Fee &  
Certificate of Status

☐ \$55 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy

CR2E062 (08/05)

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DIVISION OF CORPORATIONS  
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**SECONDED AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
FOR  
P.I. TRAINING SPECIALISTS OF FLORIDA, LLC  
(A Florida Limited Liability Company)**

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DIVISION OF CORPORATIONS  
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*The undersigned, for the purpose of amending the Articles of Organization under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE I – Name:**

The name of the Limited Liability Company is **P.I. Training Specialists of Florida, LLC** (the "Company").

**ARTICLE II – Duration:**

This Company shall exist on the date of filing of these Amended Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III – Address:**

The street address and the mailing address of the principal office of the Limited Liability Company is 3095 South Military Trail, Suite 5, Lake Worth, FL 33463

**ARTICLE IV – Nature of Business:**

This Company is organized for the purpose of transacting any or all lawful business, including but not limited to the provision of online and in-person private investigative services training and certification.

**ARTICLE V – Registered Agent, Registered Office:**

The registered agent and registered office remain the same, Jeffrey I. Scharlatt located at 3095 South Military Trail, Suite #5, Lake Worth, Florida 33463.

**ARTICLE VI – Management:**

This Company shall be managed by the Memebcers in accordance with the Operating Agreement of the Company. The names and addresses of the Managing Members are as follows:

Managing Member	Mary E. Cramer-Scharlatt 625 Glenfield Way West Palm Beach, FL 33411
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Managing Member	Jeffrey I. Scharlatt 625 Glenfield Way West Palm Beach, FL 33411
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DIVISION OF CORPORATIONS  
08 SEP -2 AM 10:56**ARTICLE VII – Membership Certificates:**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

**ARTICLE VIII – Indemnification:**

Pursuant to Section 608.4229 of the Act and the Operating Agreement of the Company, this Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the

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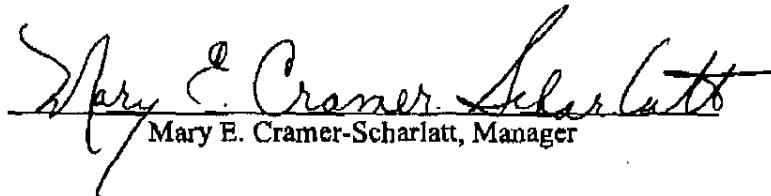
repeal or modification.

**ARTICLE IX - Amendment**

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

**Dated: August 30, 2008**

**REQUIRED SIGNATURE:**

  
Mary E. Cramer-Scharlatt, Manager

*(In accordance with Section 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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