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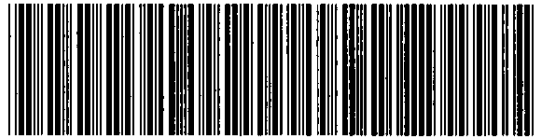
(Business Entity Name)

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Secretary of State

Assistant Secretary

FILED  
2009 DEC 7 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS

DEC 11 2009

EXAMINER

**Amended and Restated  
ARTICLES OF ORGANIZATION**

**MTZ Carver LLC**

**FILED**  
2009 DEC 7 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**INTRODUCTION:** The original Articles of Organization were filed with the Florida Department of State on May 13, 2009. These Amended and Restated Articles of Organization are being duly executed and are being filed in accordance with this section 608.411 of Florida Statutes and shall take effect on the date that they are filed with the Florida Department of State.

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**ARTICLE I - Company Name:** The name of the Company is: MTZ Carver LLC.

**ARTICLE II - Mailing Address:** The mailing address of this Company is:

c/o Mt Zion Developments, Inc.  
301 N.W. 9th St.  
Miami, FL 33136

**ARTICLE III - Street Address:** The street address of the principal office of the Company is:

301 N.W. 9th St.  
Miami, FL 33136

**ARTICLE IV - Registered Agent:** The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

John Little  
Legal Services of Greater Miami, Inc.  
3000 Biscayne Blvd., Ste 500  
Miami, FL 33137

**ARTICLE V - Purposes:** The Company is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VI - 501(c)(3) Limitations**

1. Notwithstanding any other provision of these Amended and Restated Articles of Organization, the Company shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its officers or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

4. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

5. Upon the dissolution of the Company, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

6. In the event this Company is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Company will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Company will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Company will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Company will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Company will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

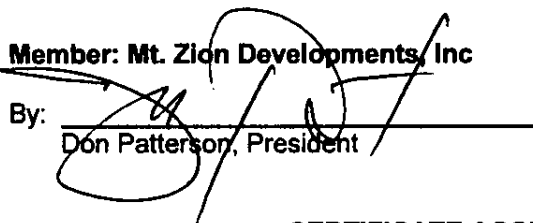
**ARTICLE VII - No Personal Liability:** The members, managers, officers and agents of the Company shall not be personally liable or responsible for any contracts, debts or defaults of the Company while acting for or on behalf of the Company in any official or authorized capacity. The

Company shall indemnify all of its members, managers, officers, and agents and all of its former managers, officers, and agents from such liability to the fullest extent permitted by law

**ARTICLE VIII - Continuation of Business:** Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

**ARTICLE IX - Membership:** Mt. Zion Developments, Inc., a Florida corporation recognized as exempt under Section 501(c)(3) of the IRS Code shall be the sole member and owner of this Company.

IN WITNESS WHEREOF, the undersigned sole member of the Company has executed the foregoing Amended and Restated Articles of Organization as of the date indicated next to the signature.

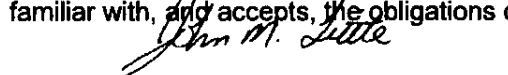
Member: Mt. Zion Developments, Inc  
By:   
Don Patterson, President

Date: 12/2/2009

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS  
WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

Having been appointed registered agent of MTZ Carver LLC. in its Amended and Restated Articles of Organization, at the place designated in such Amended and Restated Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

  
John Little

Date: December 1, 2009

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TALLAHASSEE, FLORIDA