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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

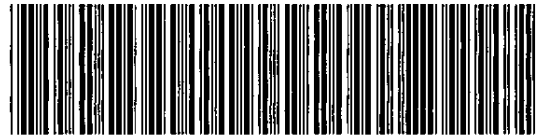
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**EXAMINER**



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DIVISION OF CORPORATIONS  
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# ALECO HARALAMBIDES

Attorney at law

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CORAL WAY AT 3135 SW THIRD AVENUE MIAMI, FL 33129  
305.854.5209 FAX 305.854.1087  
ALECO@ARISTOINVESTMENTS.COM

Tuesday, August 18, 2009

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: ASSETS HR, LLC**

Dear Sir/Madam:

Attached please find a check in the amount of \$25.00 for filing of the attached Amended and Rested Articles for the above-referenced organization. Please forward the information requested to the above address.

Thank you for your prompt attention to these matters.

Very truly yours,

*Aleco Haralambides*  
ALECO HARALAMBIDES

AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION FOR  
ASSETS HR, LLC, a Florida Limited Liability Company

Pursuant to the Florida Limited Liability Company Act, the undersigned authorized person hereby certifies as follows:

- A. The name of the limited liability company for which this Amended and Restated Articles of Organization is being filed is Assets HR, LLC (the "Company").
- B. The Company's Articles of Organization were filed on May 21, 2009.
- C. The Member and managers of the Company have agreed to amend such Articles of Organization, as corrected, and to set forth all of the original provisions thereof, as amended and supplemented hereby, in this Amended and Restated Articles of Organization.
- D. The undersigned is duly authorized to execute this instrument and to cause it to be filed by the Florida Secretary of State.
- E. This Amended and Restated Articles of Organization shall be effective upon the filing thereof by the Florida Secretary of State.
- F. The Company's Articles of Organization are hereby amended and restated in their entirety to read as follows:

ARTICLE I. NAME

The name of the Limited Liability Company is:

ASSETS HR, LLC

ARTICLE II. REGISTERED OFFICE

The street address of the principal office of the Limited Liability Company is:

1545 NORTHEAST 123<sup>RD</sup> STREET  
NORTH MIAMI, FL 33161

The mailing address of the Limited Liability Company is:

1545 NORTHEAST 123<sup>RD</sup> STREET  
NORTH MIAMI, FL 33161

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### ARTICLE III. COMPANY PURPOSE

The nature of the business and the purpose to be conducted or promoted by the Company is to engage in only the following activities:

a. to (i) purchase or otherwise acquire, own or hold interests in, or interests in pools of, debt obligations, accounts, general intangibles, payment intangibles, chattel paper, instruments and other financial assets (collectively, "Financial Assets") including interests in securities representing interests in any such Financial Assets, (ii) enter into loans with Assets Recovery Center Investments, LLC, a Delaware limited liability company ("ARC"), secured by interests in, or interests in pools of, any Financial Assets, including interests in securities representing interests in any such Financial Assets, and (iii) to engage in such activities as may be required to service such Financial Assets;

b. to enter into any loan, credit or other agreement with ARC enabling the Company to borrow money to facilitate any activity authorized herein (including without limitation that certain Management Services and Credit Facility Agreement between the Company and ARC (the "Credit Agreement"), and to pledge any assets to secure such borrowing; and

c. to engage in any lawful act or activity and to exercise any powers permitted to limited liability companies organized under Florida law that, in either case, are incidental and necessary, suitable or convenient to accomplish the purposes described in subsections a. and b. above.

### ARTICLE IV. REGISTERED AGENT

The name and Florida street address of the registered agent is:

ALECO HARALAMBIDES  
3135 SW 3<sup>RD</sup> AVENUE  
MIAMI, FL 33129

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: ALECO HARALAMBIDES

### ARTICLE V. MANAGER

The name and address of the manager is:

Title: MANAGER  
ASSETS RECOVERY CENTER INVESTMENTS, LLC

1545 NORTHEAST 123<sup>RD</sup> STREET  
NORTH MIAMI, FL 33161

#### ARTICLE VI. CONDUCT OF BUSINESS

The Company shall not engage in any business or activity other than as permitted in Article III. The Company shall not incur debt other than debt incurred in accordance with Article III(a) and (b), and debt incurred in connection with ordinary operating expenses. The Company shall not commingle its assets with those of any other entity or person. The Company shall maintain its financial and accounting books and records separate from those of any other entity or person. In the event that the Company is ever included within the consolidated financial statements of another business entity, the separate existence of the Company and the ownership of its assets and existence of its liabilities shall be disclosed and distinguished from the assets and liabilities of such other entity. The Company shall pay from its assets all obligations and indebtedness of any kind incurred by the Company, and shall not pay from its assets any obligations or indebtedness of any other entity or person. The Company will be operated generally so as to not be substantively consolidated with any of its affiliates. For purposes an "affiliate" means any person or entity which, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with the Company. For such purpose, "control" or "controlled" shall include, without limitation, (i) the ownership, control or power to vote ten percent (10%) or more or (x) the outstanding shares of any class of voting securities or (y) beneficial interests, of any such person or entity, as the case may be, directly or indirectly, or acting through one or more persons or entities, (ii) the control in any manner over the general partner(s) or the election of more than one director or trustee (or persons exercising similar functions) of such person or entity, or (iii) the power to exercise, directly or indirectly, control over the management or policies of such person or entity.

#### ARTICLE VII. PROHIBITED ACTIVITIES

Notwithstanding any other provision of this Amended and Restated Articles of Organization or any provision of law, the Company shall not do any of the following:

- (a) merge or consolidate with any other corporation, company or entity or, except permitted by the "Loan Documents" (as defined in the Credit Agreement), sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity; or
- (b) engage in any other action that bears upon whether the separate identity of the Company will be respected, or whether the assets of the Company will be consolidated with those of another business entity under applicable federal or state bankruptcy or insolvency law.

#### ARTICLE VIII. OPT-IN TO UCC ARTICLE 8

All limited liability company membership interests in the Company shall be issued in the form of units. The aggregate number of units that this Company has authority to issue is one

hundred (100) units. Each unit in the Company shall be deemed to constitute a security for purposes of Article 8 and 9 of the Florida Uniform Commercial Code and shall be represented by a certificate. Such certificate shall represent all rights the holder thereof shall have in a limited liability company membership interest of the Company, as well as any rights the holder thereof may have under the Florida Limited Liability Company Act. The transfer of such units in the Company may be made only by an assignment or endorsement for transfer of the certificate representing those units, and otherwise only in accordance with the provisions of the operating agreement of the Company pertaining to the transfer of units in the Company and procedures for surrendering and issuing certificates representing units being transferred.

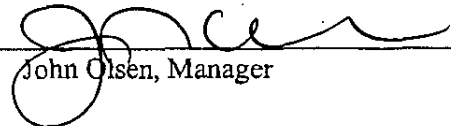
#### ARTICLE IX. AMENDMENT OF CERTIFICATE

The Company's Member reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Articles of Organization in any manner now or hereafter provided by law; provided, however, that it shall not amend, alter, change or repeal any provision of Articles III, VI, VII or VIII hereof, or this Article IX (the "Restricted Articles"), until after the termination of each of the "Loan Documents" (as defined in the Credit Agreement); and provided further, that during such period it also shall not amend or change any provision of any Article hereof other than the Restricted Articles so as to be inconsistent with the Restricted Articles.

The undersigned has executed this Amended and Restated Articles of Organization of ASSETS HR, LLC, effective this 31<sup>st</sup> day of July, 2009.

ASSETS HR, LLC  
By: Assets Recovery Center Investments, LLC,  
Its Manager

By: \_\_\_\_\_

  
John Olsen, Manager