

**L09000085167**

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
TOP FUNDS1, LLC**

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JAN 25 2011

**EXAMINER**

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**  
**OF TOP FUNDS1, LLC**

Pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the Articles of Organization of Top Funds1, LLC which were filed on September 2, 2009 are restated and amended as follows:

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**ARTICLE I**  
**NAME**

The name of the limited liability company (the "Company") shall remain Top Funds1, LLC

**ARTICLE II**  
**DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in s.608.422(24) of the Act) of the Company, the period of its duration shall be perpetual.

**ARTICLE III**  
**ADDRESS**

The mailing address and the street address of the principal office of the Company is amended to be 1432 St. Johns Bluff Road, Jacksonville, Fl 32225.

**ARTICLE IV**  
**REGISTERED AGENT**

The street address of the registered office in the State of Florida is 1432 St. Johns Bluff Road, Jacksonville, Fl 32225. The name of the registered agent at such address is Daryl Rosenberger.

**ARTICLE V**  
**MANAGEMENT OF THE COMPANY.**

This is a Manager Managed LLC. The name and addresses of the Managers are:

William D. Meadow  
1432 St. Johns Bluff Road  
Jacksonville, Fl 32225

Daryl Rosenberger  
1432 St. Johns Bluff Road  
Jacksonville, Fl 32225

Richard Saum  
1432 St. Johns Bluff Road  
Jacksonville, Fl 32225

John Kozik  
1432 St. Johns Bluff Road  
Jacksonville, Fl 32225

Steve Swartzman  
1432 St. Johns Bluff Road  
Jacksonville, Fl 32225

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Management of the Company is vested in the Managers pursuant to the terms of its Operating Agreement.

*Signatures to follow on next page*

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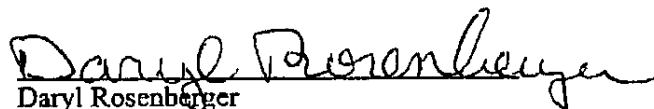
Dated this 24 day of January, 2011

Authorized Representative,



William D Meadow as Manager of 3vTV  
Sky, LLC, sole Member of Top Funds 1,  
LLC

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

  
Daryl Rosenberger

*Signature page of Amended Articles of Organization for Top Funds 1, LLC*

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Stoneburner, Berry

01/24/2011 16:27

(FAX) 904 396 9001

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