

**L10000014461**

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U.S.A. STARS FOR INVESTMENT, LLC**

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**RESTATED ARTICLES OF ORGANIZATION**

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**OF**

3RD JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

**U.S.A. STARS FOR INVESTMENT, LLC**

The undersigned, being authorized to execute and file these Restated Articles of Organization for the purpose of correcting a scrivener's error that appears in the Articles of Organization for this Limited Liability Company that were filed on February 8, 2010 and assigned Florida Document Number L10000014461, hereby certifies that:

Article I. Name. The name of the Limited Liability Company is U.S.A. STARS FOR INVESTMENT, LLC.

Article II. Address. The mailing address and street address of the principal office of the Limited Liability Company is 11658 Princess Margaret Court, Cape Coral, Florida, 33991.

Article III. Registered Agent and Registered Office. The registered agent and registered office for the Limited Liability Company remain unchanged. The name and Florida street address of the Registered Agent remain as follows: Truman J. Costello, P.A., Costello, Royston & Wicker, LLP, 12670 New Brittany Boulevard, Suite 101, Fort Myers, FL 33907.

Article IV. Written Operating Agreement. Any operating agreement (as defined in Section 608.402(24)) entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing, and shall govern all matters relating to the governance of the affairs of the Limited Liability Company, the conduct of its business and the relation of its members, including without limitation the amendment of these Articles. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Article V. Term. The Limited Liability Company commenced on the date the Articles of Organization were filed with the Office of the Florida Department of State and shall be perpetual, unless the Company is earlier dissolved in accordance with the provisions of the Operating Agreement or applicable law.

Article VI. Management. The Limited Liability Company will be managed by one or more Managers, whose identities and terms of office shall be set forth in the written Operating Agreement of the Limited Liability Company. The present Manager of the Limited Liability Company is: Ehab Guirguis.

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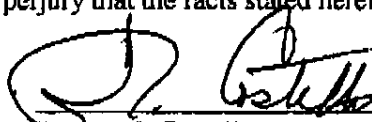
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Article VII. Limitation on Agency Authority of Members. Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

Article VIII. Purpose for Filing Restated Articles. These Restated Articles of Organization for this Limited Liability Company are being filed for the purpose of establishing that the presently effective Articles of Organization were signed by the undersigned solely in the capacity as an authorized representative of a member of the Limited Liability Company and not as a member of the Limited Liability Company. The undersigned is not and never has been a member of the Limited Liability Company. These Restated Articles of Organization merely restate and integrate but do not further amend the presently effective Articles of Organization of the Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Restated Articles of Organization as an authorized representative of a member of the Limited Liability Company and acknowledge them to be my act this 3rd day of December, 2010.

(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.)

  
Truman J. Costello

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