

L10000086501

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

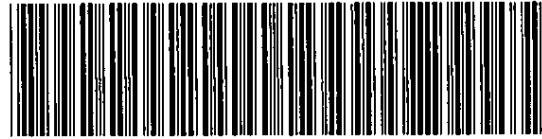
Certified Copies _____ Certificates of Status _____

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B. KOHR



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03/21/13--01002--009 **80.00

RECEIVED
MAR 21 10:49 AM
TALLAHASSEE, FLORIDA

RECEIVED
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TALLAHASSEE, FLORIDA

FILED
MAR 21 12:51 PM
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Via Response Technologies, LLC

FILED
13 MAR 21 PM 12:51
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: SETH 03/21/13
Name Date Time

Walk-In _____ Will Pick Up _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Via Response Technologies, LLC
Name of Limited Liability Company

FILED
13 MAR 21 PM 12:51
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to the following:

Joe Burns

Name of Person

Via Response Technologies, LLC

Firm/Company

2216 Smoketree Ct

Address

Longwood, FL 32779

City/State and Zip Code

jburns@viaresponse.com

E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Joe Burns

Name of Person

407 808-8641

at ()

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee &
Certificate of Status

\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

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

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

MGRM = Managing Member

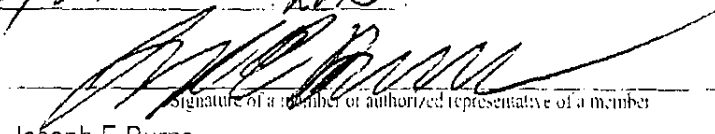
<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	Tim R Merrill	1725 Lee Janzen Drive	<input type="checkbox"/> Add
		Kissimmee, Fl 34744	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
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D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

ATTACHED: First Amended and restated Articles of Organization of Via Response Technologies, LLC

Dated

3/20 2013



Signature of a member or authorized representative of a member

Joseph E Burns

Typed or printed name of signee

Page 3 of 3

Filing Fee: \$25.00

**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
VIA RESPONSE TECHNOLOGIES, LLC**

Pursuant to Section 608.411 of the Florida Business Corporation Act, Via Response Technologies, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "**Limited Liability Company**"), hereby submits the following for the purpose of amending and restating its Articles of Organization, Florida document number L10000086501, filed on August 18, 2010 and does hereby certify as follows:

ARTICLE I

The name of the Limited Liability Company is:

VIA RESPONSE TECHNOLOGIES, LLC

ARTICLE II

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

3251 PROGRESS DRIVE
SUITE D-3
ORLANDO, FL. 32826

ARTICLE III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV

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

JOSEPH E. BURNS
2216 SMOKETREE CT.
LONGWOOD, FL.32779

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:


JOSEPH E. BURNS

ARTICLE V

The name and address of managing members/managers are:

Title: MANAGING MEMBER
JOSEPH E. BURNS
2216 SMOKETREE CT.
LONGWOOD, FL. 32779

Title: MANAGING MEMBER
DERRICK MEER
14663 RIVIERA POINTE DR.
ORLANDO, FL 32828

Title: MANAGING MEMBER
ROBERT G. MARTIN
395 OLD MIMS ROAD
GENENVA, FL. 32732

ARTICLE VI

The Limited Liability Company shall have two classes of membership units: a class of common membership units and a class of Preferred Membership Units.

The Preferred Membership Units shall have the below designated preferences, rights and obligations as set forth herein, and such other rights and obligations as are set forth by the Members of the Limited Liability Company in the Limited Liability Company Operating Agreement, as amended from time to time:

- (i) The holders of the Preferred Membership Units shall be entitled to receive distributions, if and when declared by the Members of the Limited Liability Company, prior to the payment of any distribution on any common membership units of the Company.
- (ii) In the event of any liquidation, dissolution or winding up of the Limited Liability Company (a "Liquidation Event"), the holders of the Preferred Membership Units shall be entitled to receive, prior and in preference to any distribution to the holders of any common membership units, an amount per unit equal to the original purchase price of the Preferred Membership Units, including, without limitation, the amount of any Member loans to the Limited Liability Company that may have been converted as a basis for the issuance of the Preferred

Membership Units (collectively a "Purchase Price"), plus any declared but unpaid distributions ("Liquidation Preference"). Following the payment of the Liquidation Preference, any remaining assets and proceeds of the Company available for distribution shall be distributed, ratably, to the holders of the common membership units and the Preferred Membership Units on an as converted basis.

A merger or consolidation (other than one in which members of the Limited Liability Company own a majority of the voting equity of the surviving or acquiring entity) and a sale, lease, transfer or other disposition of all or substantially all of the assets of the Limited Liability Company will be treated as a Liquidation Event, thereby requiring the payment of the Liquidation Preference described above unless the holders of a majority of the then-outstanding Preferred Membership Units elect otherwise.

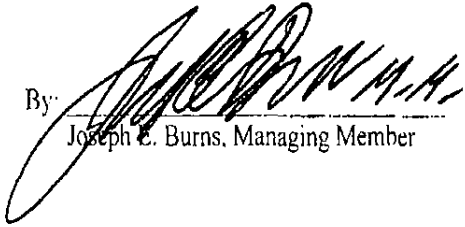
- (iii) Except as required by law, the holders of the Preferred Membership Units will be entitled to vote on an as-converted to common membership units basis on all matters in which the holders of common membership units are entitled to vote, including the election of the Managers of the Limited Liability Company
- (iv) The holders of the Preferred Membership Units shall be entitled to receive a cumulative dividend equal to six percent (6%) of the Purchase Price of the Preferred Membership Units. Such dividend shall accrue annually, and shall be payable upon the occurrence of a Liquidation Event
- (v) Each Preferred Membership Unit may be converted at the holder's option at any time into one common membership unit on a 1:1 basis

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, VIA RESPONSE TECHNOLOGIES, LLC has caused these First Amended and Restated Articles of Organization to be signed by Joseph E. Burns, one of its Managing Members, as of March 31, 2013

VIA RESPONSE TECHNOLOGIES, LLC

By


Joseph E. Burns, Managing Member