

L11000095190

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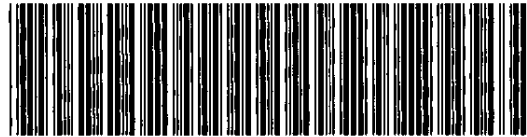
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EXAMINER



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG 10 PM 4:50

July 30, 2012

Via U.S Priority Mail

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Amendment to the Articles of Organization of
Ft. Lauderdale Motors, LLC (the "Company") Filed to
Change the Company's Address, Manager and Registered Agent**

To Whom It May Concern:

In order to amend the charter of the Company, on behalf of the Company, I have been authorized to submit the enclosed *Articles of Amendment to the Articles of Organization* of the Company to change the Company's address, management and registered agent.

Also, enclosed please find a Firm check in the amount of Fifty Five Dollars (\$55.00) for costs to file the enclosed *Articles of Amendment to the Articles of Organization* of the Company with the Florida Department of State and deliver to my attention a filed stamped and certified copy.

If you have any questions regarding the enclosures, please contact Locksley A. Rhoden, Esq., corporate counsel for the Company, at lrhoden@theapfirm.com or (305) 965-0635.

Very truly yours,



IZHAK HALBANI
Manager of the Company

Enclosures

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
FT. LAUDERDALE MOTORS, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned manager of **FT. LAUDERDALE MOTORS, LLC**, in order to amend and restate the Articles of Organization of the limited liability company filed on August 18, 2011 and assigned document #L11000095190, hereby adopts these Articles of Amendment to the Articles of Organization to amend the following articles as follows:

**ARTICLE I
NAME**

The new name of the limited liability company is **FT. LAUDERDALE MOTORS, LLC** (the "Company").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Company is 4301 South Flamingo Road, Suite 106-123, Davie, Florida 33330 in Broward County.

**ARTICLE III
PURPOSE**

The purpose of the Company is to engage in the business of brokering various insurance related products to customers and any other lawful act or activity for limited liability companies may be organized and operated under Chapter 608 of the Florida Limited Liability Company Act, as may be amended and supplemented from time to time.

**ARTICLE IV
REGISTERED AGENT/REGISTERED OFFICE**

The name of the registered agent of the Company is NRAI Services, Inc. The address of the registered office of the Company is 515 East Park Avenue, Tallahassee, Florida 32301 in Leon County.

**ARTICLE V
PERPETUAL EXISTENCE**

The Company shall have a perpetual existence that was commenced at the time of the filing of this the Articles of Organization with the Department of State of the State of Florida on September 16, 2011.

12 AUG 10 PM 4:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VI
MANAGERS / MANAGERS

The property, business and affairs of the Company shall be managed by the managers of the Company (each a "Manager" acting independently). All of the duties and powers of the Company, these Articles of Amendment to the Articles of Organization and the operating agreement to be adopted by the members of the Company ("Operating Agreement") shall be exercised exclusively by each Manager. Each Manager shall serve until the next annual meeting of the members of the Company pursuant to the Operating Agreement of the Company. The title, name and mailing address of the person elected as Manager of the Company is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Manager MGR	Laughter Into Stitches, LLC	4301 South Flamingo Road, Suite 106-123 Davie, Florida 33330

ARTICLE VII
AMENDMENTS

The Company reserves the right to amend, alter or repeal any provisions contained in this Articles of Amendment to the Articles of Organization from time to time and at any time in the manner now or hereafter prescribed in this Articles of Amendment to the Articles of Organization, the Company's Operating Agreement and by the laws of the state of Florida, and all rights herein conferred upon members are granted subject to such reservation.

ARTICLE VIII
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

A. Each Manager of the Company is expressly authorized to adopt, amend or repeal the Operating Agreement of the Company.

B. Elections of Manager of the Company need not be by written ballot unless the Operating Agreement of the Company shall so provide.

C. The books of the Company may be kept at such place within the state of Florida as the Operating Agreement of the Company may provide or as may be designated from time to time by the Manager of the Company.

D. Meetings of the members may be held within or without the state of Florida, as the Operating Agreement may provide.

E. The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions

of each class of units of the Company shall be provided in the Company's Operating Agreement to be adopted and shall reflect a capital structure consisting of One Hundred Thousand (100,000) Class A voting units and One Hundred Thousand (100,000) Class B non-voting units.

F. All units of the Company will be subject to the Company's Operating Agreement and shall contain numerous restrictions on the rights of members of the Company and the transferability of units of the Company.

G. The Company may make an 'S-election' to be a recognized as a small business corporation as provided in Subchapter S of the Internal Revenue Code of 1986, as amended, and once elected, the members hereby agree immediately to submit to the Company and Company's counsel any unit certificates held by each of them representing their interest in the Company for inscription of a transfer restrictive legend thereon.

I, THE UNDERSIGNED, being the Manager of the Company herein named, for the purpose of amending and restating the Articles of Organization of the Company, pursuant to the laws of the state of Florida, do hereby make this Articles of Amendment to the Articles of Organization of the Company hereby declaring and certifying that this act, deed and the facts herein stated are true, and accordingly have hereunto set my name and seal this 26th day of July, 2012.



Izhak Halbani,
Manager of the Company
On behalf of
The Members of a Majority-in-Interest

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida statutes Sections 608.415, the undersigned Company, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the state of Florida.

1. The name of the Company is:
FT. LAUDERDALE MOTORS, LLC
2. The name and address of the registered agent and office is:

Attention: NRAI Services, Inc.
515 East Park Avenue
Tallahassee, Florida 32301

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 as provided in Chapter 608 of the Florida statutes.

Katie Wonsch, Asst. Sec.

Date: July 26, 2012