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L95000000394

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OCT 13 2011

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
BOLLETTIERI 2000, L.C.
a Limited Liability Company**

The Articles of Organization for this Limited Liability Company were filed on May 19, 1995, and assigned Florida document number L95000000394. The following Articles of Organization amend and restate the original Articles of Organization in their entirety.

ARTICLE I

Name

The name of the limited liability company (the "Company") is Bollettieri 2000, L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 6275 North Ocean Boulevard, Ocean Ridge, Florida 33435.

ARTICLE III

Duration

The period of duration of the Company is perpetual, beginning on the date the original Articles of Organization were filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of the Company's registered agent in Florida is William S. Galvano, Esquire. The address of the Company's registered agent is Grimes Goebel Grimes Hawkins Gladfelter & Galvano, P.L., 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE V

Management

The Company is a member-managed company. The current managing members are identified as follows:

- Hill/Gray Seven, L.L.C., a Florida limited liability company
6275 North Ocean Blvd., Ocean Ridge, FL 33435
- Bruderer Machinery, Inc., a New Jersey corporation
1200 Hendricks Cswy, Ridgefield, NJ, 07657
- Nicholas J. Bollettieri
5500 34th St. W., Bradenton, FL 34210

The managing members can be changed at any time by resolution approved by a majority vote of the members or by bylaws or agreement approved and executed by the members.

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ARTICLE VI
Binding Authority of the Managing Members

A majority of the managing members can authorize any one of the managing members to execute documents on behalf of and binding the Company, including any and all such documents required or necessary to transfer, sell, or otherwise dispose of any or all of the Company's assets.

ARTICLE VII
Admission of New Members

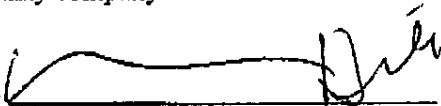
Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.


ARTICLE VIII
Continuation of Business

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Organization on this 11 day of October, 2011.

Hill/Gray Seven, L.L.C., a Florida limited liability company

By: 
Raymond Gregg Hill, its Manager

By: 
Marsha Gray Hill, its Manager

OCT. 12. 2011 10:27AM

GRIMES GOEBEL GRIMES

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Bollettieri 2000, L.C.
2. The name and the Florida street address of the registered agent and office are:

William S. Galvano, Esquire
Grimes Goebel Grimes Hawkins
Gladfelter & Galvano, P.L.
1023 Manatee Avenue West
Bradenton, Florida 34205

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 for in Chapter 608, Florida Statutes.

Dated: October 12, 2011.


William S. Galvano, Esq.