

L98000001680



ACCOUNT NO. : 072100000032
REFERENCE : 104497 5801A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : January 19, 1999
ORDER TIME : 4:10 PM
ORDER NO. : 104497-005
CUSTOMER NO: 5801A

CUSTOMER: Ms. Michele Alaniz
Pavese Garner Haverfield
1833 Hendry Street
Fort Myers, FL 33901-3095

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DIVISION OF CORPORATIONS
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DOMESTIC AMENDMENT FILING

NAME: SARDONYX III, L.C.

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-01/20/99--01041--002
*****52.50 *****52.50

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

6-98-1680

Name	Al
Available	1-20
Document	Al
Examined	Al
Update	Al
Update	Al
Verified	Al
Initials	Al
P. Vetter	Al

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99 JAN 20 AM 9:01
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 20, 1999

CASSANDRA LAMM
CSC

SUBJECT: SARDONYX III, L.C.
Ref. Number: L98000001680

RESUBMIT

Please give original
submission date as file date.

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We have received your document for SARDONYX III, L.C. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The contributions can not be changed in the amended and restated articles. A supplemental affidavit must be filed. The fee to file the amended restated articles is \$52.50 and \$52.50 for the supplemental affidavit since the amount is being decreased.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 599A00002540

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PAVESE, GARNER, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

<http://pavesegarner.com>

1833 HENDRY STREET
FORT MYERS, FLORIDA 33901

POST OFFICE DRAWER 1507
FORT MYERS, FLORIDA 33902-1507

(941) 334-2195
FAX (941) 332-2243

MARY VLASAK SNELL
(941) 336-6255

PLEASE REPLY TO
FORT MYERS OFFICE

January 18, 1999

VIA HAND DELIVERY

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

Re: ***SARDONYX III, L.C.***

Dear Sir or Madam:

Enclosed herewith is an original and one copy of Amended and Restated Articles of Organization of Sardonyx III, L.C., along with duplicate original Amended Affidavits of Membership and Contributions. Also enclosed is our firm's check in the amount of \$52.50, representing the filing fee for same.

Thank you for your cooperation and assistance in this matter. If you have any questions or problems, please do not hesitate to contact me.

Very truly yours,



MARY VLASAK SNELL

MVS/mla
Enclosures

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
SARDONYX III, L.C.

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Florida Statute, Section 608.411, the undersigned limited liability company hereby amends and restates the Articles of Organization filed with the Secretary of State of the State of Florida on August 28, 1998, by and through the unanimous consent of the undersigned members, to be effective immediately upon filing, as follows:

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SARDONYX III, L.C.**, and its principal office shall be located at 1520-360 Royal Palm Square Boulevard, in the City of Fort Myers, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

There shall be six (6) initial members of this limited liability company, whose names, addresses and percentage of ownership are as follows:

Peridot Enterprises, Inc. 448 Old Clairton Road Clairton, PA 15025	1.36%
Robert C. Lohr and Penelope S. Lohr, as tenants by the entireties 257 Merion Drive Pittsburgh, PA 15228	51.35%

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Eric C. Miller 12446 McGregor Woods Circle Ft. Myers, FL 33908	27.03%
Beverly J. Ewer 110 Sand Dunes Drive Ormond Beach, FL 32176	14.86%
Gerald K. Shipley 13732 Pine Villa Lane Fort Myers, FL 33912	2.70%
Bruce Yarwood 2637 North Marcey Road Arlington, VA 22207	2.70%

ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company is to be managed by a manager, whose name and address is as follows:

Peridot Enterprises, Inc.
Robert C. Lohr, President
P. O. Box 10805
Pittsburgh, PA 15236

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ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$115,000.00 cash shall be paid to the limited liability company by the members. Additional contributions will be made as required from time to time as determined by the Manager. However, any contributions required to fund operational deficits will be fully funded two-thirds (2/3) by Peridot Enterprises, Inc. and one-third (1/3) by Eric C. Miller.

ARTICLE VIII
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their ownership interest. The distributive share of the profits shall be paid as agreed upon by members.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportion to their ownership interest.

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ARTICLE IX
DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is PETER J. GRAVINA.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed articles of Organization of **SARDONYX III, L.C.**

Executed by the undersigned at _____, on the ____ day of _____, 1998.

PERIDOT ENTERPRISES, INC., a
Pennsylvania corporation

By: _____

Robert C. Lohr
Robert C. Lohr, its President

ROBERT C. LOHR

Penelope S. Lohr

PENELOPE S. LOHR

Eric C. Miller

ERIC C. MILLER

Beverly J. Ewer

BEVERLY J. EWER

Gerald Shipley

GERALD SHIPLEY

Bruce Yarwood

BRUCE YARWOOD

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STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Robert C. Lohr, on behalf of and President of PERIDOT ENTERPRISES, INC., known to me and who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 7th day of DECEMBER, 1998.

Debra F. Henderson
Notary Public, State of FLORIDA
My Commission number is:
My Commission expires:

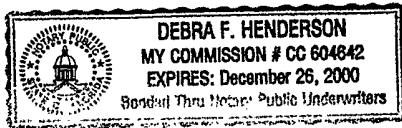


STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ROBERT C. LOHR, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 7th day of DECEMBER, 1998.

Debra F. Henderson
Notary Public, State of FLORIDA
My Commission number is:
My Commission expires:



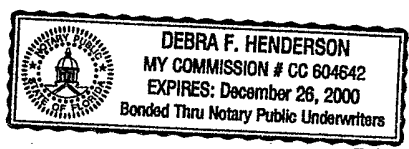
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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared PENELOPE S. LOHR, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 7th day of DECEMBER, 1998.

Debra F. Henderson
Notary Public, State of FLORIDA
My Commission number is:
My Commission expires:

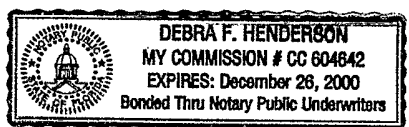


STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ERIC C. MILLER, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 7th day of DECEMBER, 1998.

Debra F. Henderson
Notary Public, State of FLORIDA
My Commission number is:
My Commission expires:

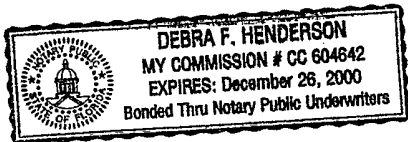


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STATE OF Florida)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared BEVERLY J. EWER, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that she made and executed said certificate for the use and purposes therein expressed.

1998. WITNESS my hand and official seal this 16th day of DECEMBER,



Debra F. Henderson
Notary Public, State of _____
My Commission number is:
My Commission expires:

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared GERALD SHIPLEY, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

1998. WITNESS my hand and official seal this 5th day of December,

Janet P Shipley
Notary Public, State of Florida
My Commission number is:
My Commission expires:



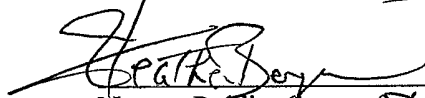
JANET P SHIPLEY
My Commission CC528910
Expires Feb. 01, 2000

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DIVISION OF CORPORATIONS
99 JAN 20 3:35

District of Columbia
STATE OF _____)
COUNTY OF _____)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared BRUCE YARWOOD, known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

1998. WITNESS my hand and official seal this 13th day of January 1999.


Notary Public, State of District of Columbia
My Commission number is:
My Commission expires: 9/14/2003