



98000002254

ACCOUNT NO. : 072100000032

REFERENCE : 135782 4329479

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 105.00

ORDER DATE : February 16, 1999

ORDER TIME : 11:17 AM

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ORDER NO. : 135782-005

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst
Baker & Hostetler
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 16 PM 1:57

DOMESTIC AMENDMENT FILING

NAME: WELBRO/E-D CONSULTANTS, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

298-2254

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|----------------|------|
| Name | 2-16 |
| Availability | |
| Document | |
| Examiner | |
| Updater | |
| Updater | |
| Verifier | |
| Acknowledgment | |
| W. P. Verifier | |

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Amended and Restated Articles of Organization
of
WELBRO/E-D CONSULTANTS, LLC

In accordance with Section 608.411, Florida Statutes, the members of Welbro/E-D Consultants, LLC have duly adopted and executed, and are filing these Amended and Restated Articles of Organization of Welbro/E-D Consultants, LLC, in order to amend and restate those certain Articles of Organization as filed with the Florida Secretary of State on October 14, 1998.

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Welbro/E-D Consultants, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and terminate as of December 31, 2050.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 800 Trafalgar Court #200, Maitland, Florida 32751, or such other place as the members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Initial Members

The name and address of the initial member of the Company is:

Welbro Caribbean, Inc.
800 Trafalgar Court #200
Maitland, Florida 32751

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ARTICLE V

Management

The Company shall be managed by one or more managing members. The above named initial member shall serve as the initial managing member of the Company. The managing member(s) of the Company shall conduct the business affairs of the Company, subject to the Regulations.

ARTICLE VI

Admission of Additional Members

Additional members may be admitted from time to time only upon the unanimous consent of the members, and the managing member shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII

Continuation of Business

The remaining members of the Company shall 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.

DATED as of the 2nd day of January, 1999.

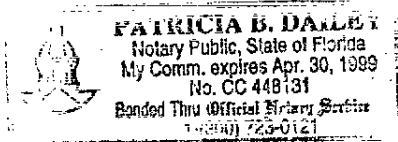
WELBRO CARIBBEAN, INC., a Florida
corporation, as managing member

By: 
Gary E. Brown, President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 2nd day of January, 1999, by Gary E. Brown, President of Welbro Caribbean, Inc., a Florida corporation, as the managing member of the Company, on behalf of the Company. He is personally known to me or ~~has produced~~ as identification.

(NOTARY SEAL)



Patricia B. Dailey
(Notary Signature)

Patricia B. Dailey
(Notary Name Printed)
NOTARY PUBLIC

Commission No. _____

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