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## BASIC AMENDMENT

BROWN-19, LLC

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
FOR THE LIMITED LIABILITY COMPANY  
OF  
BROWN-19, LLC**

Brown-19, LLC, a Florida limited liability company (this "Company"), formed under the Florida Limited Liability Company Act, as amended (the "Act"), whose date of filing of the articles of organization was October 21, 1998, by and through the undersigned managing member of the Company, hereby amends and restates the articles of organization and hereby sets forth the following Amended and Restated Articles of Organization, duly executed and filed pursuant to Section 608.411, Florida Statutes (these "Articles"):

**ARTICLE I  
Name**

The name of this Company shall be: BROWN-19, LLC.

**ARTICLE II  
Commencement Date and Duration**

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act and shall continue for a period of fifty (50) years from the commencement date, or until dissolved by its members or managing member in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; and
3. Unanimous written consent of all of the members.

Peter A. Rivellini, Esq.  
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.  
911 Chestnut Street, Clearwater, FL 33756  
(727)461-1818  
FL Bar No. 0067156

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**ARTICLE III**  
**Place of Business**

The principal place of business and mailing address of this Company shall be 121 N. Osceola Avenue, Clearwater, FL 33755, and such other place or places as may be designated by the managing members from time to time.

**ARTICLE IV**  
**Registered Agent and Office**

The initial registered agent for this Company shall be JARED D. BROWN, and the address of the registered agent for service of process shall be 121 N. Osceola Avenue, Clearwater, FL 33755.

**ARTICLE V**  
**Admission of Members**

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

**ARTICLE VI**  
**Continuation of Business**

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

**ARTICLE VII**  
**Management of Business**

The Company shall be managed by the managing member. The following person shall be the managing member to serve until his successor is elected and qualified:

**Name**

JARED D. BROWN

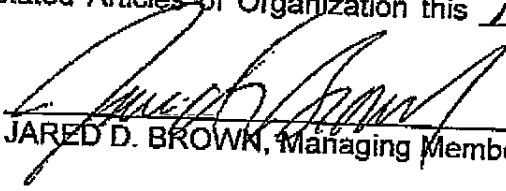
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Clearwater, FL 33755

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IN WITNESS WHEREOF, the undersigned managing member of BROWN-19, LLC has executed these Amended and Restated Articles of Organization this 11 day of January, 1999.

  
JARED D. BROWN, Managing Member

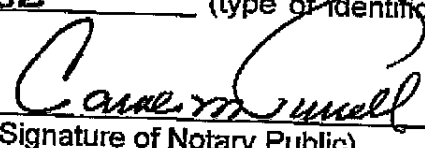
STATE OF FLORIDA )

COUNTY OF PINELLAS )

Subscribed and sworn to before me on this 11 day of JANUARY, 1999, by JARED D. BROWN, as managing member of Brown-19, LLC, a Florida limited liability company, who is personally known to me or who has produced a DRIVERS LICENSE (type of identification) as identification.



Carol M Turrell  
Commission CC716049  
Expires April 20, 2002

  
(Signature of Notary Public)

CAROL M TURRELL  
(Print, Type or Stamp Commissioned  
Name of Notary Public)

Date of Expiration and Number 46716049  
of Commission: APRIL 20, 2002

#176032 v1 - BROWN-19/restated articles

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