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COOPER BYRNE, PLLC
Requestor's Name

3520 THOMASVILLE ROAD, SUITE 200
Address

TALLAHASSEE, FL 32309 850-553-4300
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cooper Byrne PLLC 499000000217
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
COOPER BYRNE, PLLC**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as the Managing Member and sole equity voting Member of Cooper Byrne, PLLC (the "Company"), hereby makes and executes these Amended and Restated Articles of Organization for the purpose of amending the original Articles of Organization of the Company, which were filed on October 3, 1996. Such Amendment is made and to be filed with the appropriate office of the State of Florida, Department of State, pursuant to Section 608.411 and Section 621.13(2), Florida Statutes.

The Articles of Organization are hereby amended in their entirety as follows:

1. **NAME.**

The name of the limited liability company is hereby amended to be Cooper & Byrne, PLLC (hereinafter referred to as the "Company").

2. **PERIOD OF DURATION.**

The period of duration of the Company shall be from the date of filing of its Articles of Organization until the first to occur of the following:

- (i) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Act; or
- (ii) By the mutual written agreement of a majority in capital interest of the Members; or
- (iii) As provided for in a written Operating Agreement executed by all of the Members of the Company.

3. **PURPOSE.**

The purpose for which the Company is organized is to engage in and carry on the practice of law in the State of Florida and in such other states as the Company and its attorneys may be qualified to practice law, and all activities incident thereto. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of Chapter 608, Florida Statutes, and Chapter 621, Florida Statutes.

4. **ADDRESS OF PLACE OF BUSINESS.**

The mailing address and the street address of the place of business for the Company is 3520 Thomasville Road, Suite 200, Tallahassee, Florida 32309. Such address may be changed from time to time as provided in the Operating Agreement.

5. **REGISTERED AGENT.**

The initial registered agent in Florida for the Company is Charles L. Cooper, Jr., and the initial registered office is located at 3520 Thomasville Road, Suite 200, Tallahassee, Florida 32309.

6. **INITIAL CAPITAL CONTRIBUTIONS.**

The total amount of cash and a description of the agreed value of property other than cash contributed to the Company is as follows: One Thousand and No/100 Dollars (\$1,000.00) in cash and no other property is being contributed to the Company.

7. **ADDITIONAL CONTRIBUTIONS.**

The total additional contributions, if any, agreed to be made by all Members (as herein defined) and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous written agreement of the Members, or as otherwise provided in the Operating Agreement, if any, executed by and among the members.

8. **MEMBERS.**

(a) The Company shall have two classes of members. The class of members designated as "Members" shall have all of the rights of members allowed under Chapter 608, Florida Statutes, and Chapter 621, Florida Statutes, and such rights, duties and obligations as may be contained in the Operating Agreement. The following persons are the initial members:

Members: Cooper & Byrne, P.A.

Class A Members: None

(b) The class of members designated as "Class A Members" shall be non-equity, non-voting members, and shall have such rights and obligations as may be provided for under the Operating Agreement. Class A Members shall have no right to participate in the management of the Company, and shall have no right, claim or interest in or to its assets or any right (or obligation) to share in its profits or losses except as expressly permitted under the Operating Agreement.

(c) A Class A Member may withdraw from the Company at any time by giving written notice thereof to any Manager. A Class A Member's interest in the Company may be terminated at any time, and for any reason, by the unanimous consent of the Members. In the event of the termination or withdrawal of a Class A Member for any reason, such Class A Member's interest shall terminate, and he shall not be entitled to receive any payment or compensation therefor.

(d) The Company shall at all times have at least one (1) member of any class, and

may admit additional Members or Class A Members upon the prior unanimous written agreement of the then existing Members, or as otherwise provided in the Operating Agreement.

9. **CONTINUITY OF BUSINESS.**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or Class A Member, or the occurrence of any other event which terminates the continued membership of a Member or Class A Member in the Company, the business of the

Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

10. **MANAGEMENT.**

(a) The Company will be managed by one or more Managers, who will be appointed in the manner provided for herein and in the Operating Agreement. As such, the Company will be a manager-managed company.

(b) The initial Manager is Cooper & Byrne, P.A., which shall act as such by and through its duly authorized officers.

11. **INDEMNIFICATION.**


Except as expressly provided otherwise in the Operating Agreement, the Company shall indemnify any Member or former Member to the full extent permitted under Florida law.

12. These amendments have been unanimously approved by the voting Members of the Company, which action is sufficient under Section 608 and Section 621, Florida Statutes, for such amendments to be effective.

13. These Amended and Restated Articles of Organization shall be effective when filed with the Florida Department of State.

EXECUTED AT Tallahassee, Florida, on the 4th day of October, 2005, by the undersigned Managing Member of the Company.

MEMBER/MANAGER:
COOPER & BYRNE, P. A.

By: 
Charles L. Cooper, Jr., President