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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Burton Mercer, LLC

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✓	L.C. File <u>Amend.</u>
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FILED
99 MAY 26 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BURTON MERCER LLC

FILED
99 MAY 26 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby file these First Amended and Restated Articles of Organization as the sole member of the limited liability company formed pursuant to Articles of Organization filed with the Secretary of State of Florida on February 18, 1999 and the laws of the State of Florida. The said Articles of Organization are amended to read as follows:

ARTICLE I
NAME

The name of the limited liability company to be formed hereunder is BURTON MERCER LLC.

ARTICLE II
DATE OF EXISTENCE AND PERIOD OF DURATION

This limited liability company shall begin existence effective the 10th day of February, 1999, or as soon thereafter as these Articles of Organization are filed with the Florida Secretary of State and shall continue in perpetuity, unless sooner terminated in accordance with the Operating Agreement and any Regulations adopted by the members (collectively the "Operating Agreement").

ARTICLE III
PURPOSES AND LIMITATIONS

The purpose of this limited liability company is to (i) engage in owning, holding, selling, leasing, transferring, exchanging, operating and managing property, (ii) enter into financing for the foregoing and (iii) transact any and all business for which a limited liability company may be organized under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing.

ARTICLE IV
POWERS

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

ARTICLE V
ADDRESS AND PLACE OF BUSINESS

The street address of the principal office and the mailing address of the limited liability company is 4820 Cypress Tree Drive, Tampa, Florida 33624.

ARTICLE VI
MANAGEMENT

The limited liability company shall be managed by a Board of Managers. The names and current addresses of the current Board of Managers are as follows:

A. Edward McGinty
4820 Cypress Tree Drive
Tampa, Florida 33624

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Admission of additional members is permitted by consent of all existing members. The terms and conditions of admission shall be as agreed by all members.

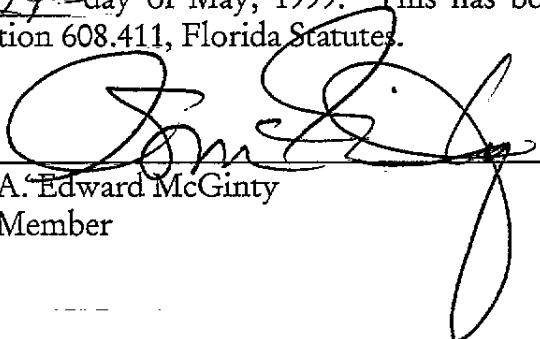
ARTICLE VIII
CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of the limited liability company as set forth in the Operating Agreement.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

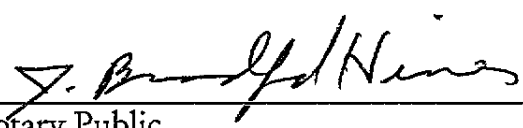
The street address of the limited liability company's initial registered office in Florida is 9800 Fourth Street North, St. Petersburg, FL 33702, and the name of its initial registered agent is J. Bradford Hines.

IN WITNESS THEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 24th day of May, 1999. This has been duly executed and filed in accordance with Section 608.411, Florida Statutes.


A. Edward McGinty
Member

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of May, 1999 by A. Edward McGinty, as the Member of Burton Mercer LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me or produced _____ for identification.


Notary Public

