

L99000001220

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January 16, 2001

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Secord Holdings, LLC

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-01/17/01--01115--001
105.00 **55.00

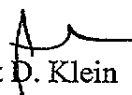
Gentlemen:

L99-1220

Enclosed are one (1) executed copy and one (1) photocopy of Amended and Restated Articles of Organization for the above referenced limited liability company, along with a check in the amount of \$105.00. Please return the certified copy of the Amended and Restated Articles of Organization by U.S. mail to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/bs
Enclosures
cc: General Richard V. Secord
Melvyn Leshinsky, C.P.A.

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TALLAHASSEE FLORIDA

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF

SECORD HOLDINGS, LLC

Articles of Organization of Secord Holdings, LLC, a Florida limited liability company, were filed with the Department of State of the State of Florida on March 4, 1999, under document number L99000001220.

Secord Holdings, LLC hereby amends and restates its Articles of Organization, in accordance with the provisions of Florida Statutes Section 608.411, as follows:

ARTICLE I

Name

The name of the Company is Secord Holdings, LLC. The street address of the principal office of the Company and the mailing address of the Company are 515 Pocahontas Drive, Ft. Walton Beach, Florida 32547.

ARTICLE II

Duration

The Company commenced its existence on the date of filing of Articles of Organization with the Department of State of the State of Florida and the duration of the Company is perpetual.

ARTICLE III

Purposes

The general purposes for which the Company is organized are:

1. To transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Registered Office and Agent

The street address of the registered office of the Company is 515 Pocahontas Drive, Ft. Walton Beach, Florida 32547, and the name of its registered agent at such address is Richard V. Secord.

ARTICLE V

Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

ARTICLE VI

Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

Management

The management of the Company shall be reserved by its members, subject to, and in accordance with, regulations adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company.

ARTICLE VIII

Voting

Except as otherwise provided in regulations adopted by, and any written agreement entered into by, the members, with respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

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TALLAHASSEE FLORIDA

ARTICLE IX

Regulations

Except as otherwise provided in regulations adopted by, and any written agreement entered into by, the members, the members may from time to time, by majority vote, adopt, alter, amend or repeal regulations for the Company.

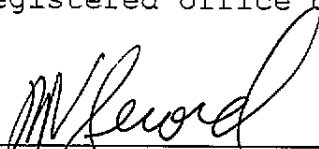
Executed by the undersigned, as the sole member, this 2nd day of October, 2000..



Richard V. Secord

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Richard V. Secord

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