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LAW OFFICES  
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April 4, 2000

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-04/11/00--01018--012  
\*\*\*\*\*58.75 \*\*\*\*\*33.75

Re: Amendment to Articles of Organization for  
Alabama Board Company LLC

Ladies and Gentlemen:

Please find enclosed herewith an executed original and one copy of the Amendment to the Articles of Organization of Alabama Board Company LLC together with a Certificate of Designation for change of the Registered Office and Registered Agent. For this filing enclosed is our check payable to your order in the amount of \$58.75, which represents the filing fee for the amendment (\$25.00), the fee for the change of the registered office and agent (\$25.00), and the fee for one certified copy (\$8.75).

After the Amendment to the Articles of Organization and the Certificate of Designation have been filed, please return the certified copy of same to the undersigned in the self-addressed envelope provided.

Your courtesy and cooperation in this regard is most appreciated.

Sincerely yours,

  
PAUL M. MARMISH  
For the Firm

PMM/rrg  
Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AMENDMENT TO ARTICLES OF ORGANIZATION  
OF  
ALABAMA BOARD COMPANY LLC

WHEREAS, the sole member of ALABAMA BOARD COMPANY LLC, a Florida limited liability company, did authorize an Amendment to its Articles of Organization as hereafter specified.

NOW THEREFORE, this Amendment, effective as of the date of filing of this Amendment with the Florida Department of State, is hereby made:

Existing Article 6 of the Articles of Organization be and the same is hereby deleted in its entirety and the following Article 6 substituted in its place and stead:

ARTICLE 6

REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Company is 3390 Kapot Terrace, Miramar, Florida 33025. The name and address of the registered agent of this Company is Paul M. Marmish, Esquire, 3390 Kapot Terrace, Miramar, Florida 33025.

Existing Article 8 of the Articles of Organization be and the same is hereby deleted in its entirety and the following Article 8 substituted in its place and stead:

ARTICLE 8

ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the written consent of a majority of the member(s) of the Company and upon such terms and conditions as shall be determined by a majority of the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a majority of the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by majority written consent.

Existing Article 9 of the Articles of Organization be and the same is hereby deleted in its entirety and the following Article 9 substituted in its place and stead:

ARTICLE 9

TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of

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TALLAHASSEE, FLORIDA

the Company is continued by the consent of the majority of the remaining members, provided there is at least one remaining member.

IN WITNESS WHEREOF, the undersigned, as the authorized representative of the sole member, has made and subscribed this Amendment to the Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 27 day of March, 2000.

WITNESSES:

Sole Member: Panel Investment Company  
LLC, a Louisiana Limited Liability  
company

[Signature]

Print Name: JOHN M. MOORE,

[Signature]

Print Name: Paul Brookshire

BY: [Signature]

Name: P H MANSFIELD

For: MORFIELD S.A.

Title: MEMBER, PANEL INVESTMENT CO LLC

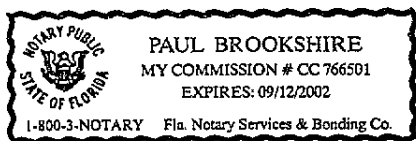
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this date personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, P. H. MANSFIELD, to me known to be the person described in and who executed the foregoing instrument on behalf of Panel Investment Company LLC. and she duly acknowledged before me that she executed the same for the purposes therein expressed as the act and deed of the Company.

Sworn to (or affirmed) and subscribed before me this 27 day of March, ~~1999~~<sup>2000</sup> by  
Pauline Helen Mansfield

(NOTARY SEAL)



[Signature]  
Signature of Notary State of Florida

Paul Brookshire  
Name of Notary Typed, Printed or Stamped

Personally Known \_\_\_\_\_ or Produced Identification ✓  
Type of Identification Produced Passport