

L99000005204



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 363054 4724636

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : September 2, 1999

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CUSTOMER NO: 4724636

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CUSTOMER: Larry B. Alexander, Esq
Jones Foster Johnston & Stubbs
Suite 1100
505 South Flagler Drive
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

L99-5204

NAME: ELITE COACHES OF AMERICA,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FL 32301

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF ELITE COACHES OF AMERICA L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

WHEREAS, Elite Coaches of America L.L.C., a Florida limited liability company ("Elite") commenced its existence on August 19, 1999 at 9:00 a.m., and filed its Articles of Organization with the Florida Department of State on August 20, 1999 under Document No. L99000005204; and

WHEREAS, Elite hereby amends the Articles of Organization as follows:

1. Article VII of the Articles of Organization is deleted and replaced as follows: The management of this limited liability company is reserved to the members. The names and addresses of the Managing Members are:

Lester J. Woerner
Suite 606
505 S. Flagler Drive,
West Palm Beach, FL 33401

Larry J. Woerner
Suite 606
505 S. Flagler Drive,
West Palm Beach, FL 33401

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The effective date of the foregoing Amendment shall be August 31, 1999 at 9:00 a.m. and these Amended and Restated Articles of Organization shall be filed with the Department of State within five (5) business days after August 31, 1999.

The following Amended and Restated Articles of Incorporation amend and restate the foregoing Amendment and integrate the foregoing Amendment with Elite's Articles of Organization and there is no discrepancy between those provisions. These Amended and Restated Articles of Organization are being filed in accordance with Section 608.411 of Chapter 608 of the laws of the

State of Florida.

The Amended and Restated Articles of Organization of Elite are as follows:

The undersigned hereby makes, subscribes, acknowledges and files these Amended and Restated Articles of Organization for purpose of forming a limited liability company under the Florida Limited Liability company Act, chapter 608, laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company shall be ELITE COACHES OF AMERICA L.L.C.

ARTICLE II

Duration

The period of duration of this limited liability company shall be perpetual.

ARTICLE III

Initial Registered Office/Place of Business and Registered Agent

The initial Registered Office/Principal Place of Business and the mailing address of this limited liability company shall be 505 South Flagler Drive, Suite 606, West Palm Beach, Florida 33401. The initial registered office and the mailing address of this limited liability company shall be located at 505 South Flagler Drive, Suite 606, West Palm Beach, Florida 33401, and the registered agent of this limited liability company at said address shall be Lester J. Woerner.

ARTICLE IV

Additional Members

Additional persons or entities may be admitted to the limited liability company as Members, and L.L.C. Interests may be issued to those additional members, upon the written consent of the holders of an aggregate of 60% or more of the L.L.C. Interests. "L.L.C. Interests" means an ownership interest in the L.L.C., as further defined in the Regulations of the L.L.C.

ARTICLE V

Continuation of Business

The L.L.C. shall be dissolved upon the occurrence of any of the following events: (a) the written consent of a 60% majority of the L.L.C. Interests; (b) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in this limited liability company, unless the business of the L.L.C. is continued by consent of a 60% majority of the remaining L.L.C. Interests within ninety (90) days of the occurrence of that event.

ARTICLE VI

Management

The management of this limited liability company is reserved to the members. The names and addresses of the Managing Members are:

Lester J. Woerner
505 South Flagler Drive
Suite 606
West Palm Beach, Florida 33401

Larry J. Woerner
505 South Flagler Drive
Suite 606
West Palm Beach, Florida 33401

ARTICLE VII

Amendment

This limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by law, and these Amended and Restated Articles of Organization shall be effective on August 31, 1999 at 9:00 a.m. and these Amended and Restated Articles of Organization shall be filed with the Department of State of Florida within five (5) business days after August 31, 1999.

ARTICLE VIII

Commencement

This limited liability company shall commence its existence on August 19, 1999, at 9:00 a.m. and these Articles of Organization shall be filed with the Department of State of the State of Florida, within five (5) business days after August 19, 1999.

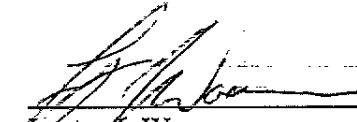
ARTICLE IX

Regulations

The Members of this limited liability company has adopted Regulations which contain provisions for the regulation and management of the affairs of this limited liability company and which set forth the relationships of any Members to one another, and contain restrictions upon the transfer of the L.L.C. Interest of any Members in this limited liability company.

IN WITNESS WHEREOF, the undersigned Members of this limited company have executed these Amended and Restated Articles of Organization on the date shown below in accordance with provisions of Section 608.411(5) of Chapter 608, laws of the State of Florida.

MEMBERS:


Lester J. Woerner


Larry J. Woerner

Date: August 31, 1999