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TALLAHASSEE, FLORIDA

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## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: Dominex, L.C.**  
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

John H. McGarvey  
(Name of Person)

Dominex, L.C.  
(Firm/Company)

900 G Anastasia Blvd  
(Address)

Saint Augustine, FL 32084  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Mark Roth at ( 515 ) 242-2456  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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|---|---|--|--|
| <input type="checkbox"/> \$25.00 Filing Fee | <input checked="" type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|--|--|

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

200600

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**OF**

**DOMINEX, L.C.**

**TO THE SECRETARY OF STATE  
OF THE STATE OF FLORIDA:**

Pursuant to Sections 608.407, 608.408 and 608.411 of the Florida Statutes, the above-named limited liability company (the "Company") hereby adopts the following Amended and Restated Articles of Organization:

**ARTICLE I**

**NAME.** The name of this limited liability company is DOMINEX, L.C.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS** The mailing address and street address of the principal office of this limited liability company in the State of Florida is 6270 County Road 305 South, Elkton, Florida 32033.

**ARTICLE III**

**REGISTERED AGENT.** The street address of the registered office of this limited liability company in the State of Florida is 6270 County Road 305 South, Elkton, Florida 32033 and the name of its registered agent at such address is Dave Scherpf.

**ARTICLE IV**

**DURATION.** The duration of this limited liability company shall be perpetual from the date of the filing of the original Articles of Organization with the Florida Department of State unless dissolved as provided in the operating agreement of the limited liability company or as provided by operation of law.

**ARTICLE V**

**MANAGER MANAGED.** The management of the Company shall be vested in one or more managers elected to a Management Committee that shall be selected in the manner described in the Operating Agreement of the Company and which shall have the authority granted by the terms of the Operating Agreement. Managers shall be referred to as Directors and

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the Management Committee shall be referred to as the Board of Directors. The members of the Company are not agents of the Company for the purpose of its business or affairs or otherwise. No director's, manager's, member's, or any other person's act shall bind the Company except as may be expressly authorized by the Operating Agreement of the Company.

#### ARTICLE VI

**CERTIFICATES OF MEMBERSHIP.** Certificates of membership units issued by the limited liability company shall evidence membership interests in the limited liability company. Transfers of membership units in the limited liability company shall be restricted by the terms and conditions contained in the Operating Agreement of the limited liability company.

#### ARTICLE VII

**LIMITED LIABILITY.** No member of the Management Committee (a "manager") of this limited liability company shall be personally liable to the limited liability company or its members for monetary damages for breach of fiduciary duty as a manager, except for liability (i) for any breach of the manager's duty of loyalty to the limited liability company or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the manager derived an improper personal benefit, or (iv) for a wrongful distribution under the Florida Limited Liability Company Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any manager of the limited liability company for or with respect to any acts or omissions of such manager occurring prior to such amendment or repeal. If Florida law is hereafter changed to permit further elimination or limitation of the liability of managers for monetary damages to the limited liability company or its members, then the liability of a manager of this limited liability company shall be eliminated or limited to the full extent then permitted.

#### ARTICLE VIII

**INDEMNIFICATION OF MANAGEMENT.** This limited liability company shall indemnify a manager of this limited liability company, and each manager of this limited liability company who is serving or who has served, at the request of this limited liability company, as a manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent permitted by law against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such manager or person relating to the conduct of such manager as a manager of this limited liability company or as a manager, director, officer, partner, trustee, employee or agent of another limited liability company, corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a manager's duty of loyalty to the limited liability company or its members, (ii) for acts or

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omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a manager derived an improper personal benefit, (iv) for a wrongful distribution under the Florida Limited Liability Company Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the limited liability company, or against expenses in any such case where such manager shall be adjudged liable to the limited liability company.

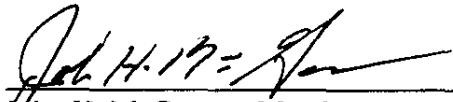
Any indemnification provided for in this Article (unless ordered by a court) shall be made by the limited liability company only as authorized in the specific case upon a determination that indemnification of the manager is proper in the circumstances because the manager had met the applicable standard of conduct set forth in this Article above. Such determination shall be made: (a) by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding; or (b) by special legal counsel, selected by the members by vote as set forth in (a) above, or, if the requisite quorum of the members cannot be obtained therefor, by a majority vote of all members, in which members who are parties may participate.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under the operating agreement, by a vote of members, or disinterested managers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a manager and shall inure to the benefit of the heirs, executors, and administrators of such person.

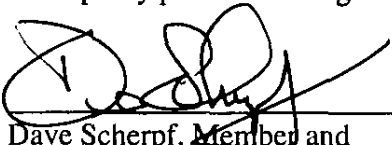
IN WITNESS WHEREOF, the undersigned affirms that the foregoing Amended and Restated Articles of Incorporation was adopted by a vote of the members in accordance with the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes.

Dated October 8, 2003.

Dominex, L.C.

  
John H. McGarvey, Member

I accept my position as Registered Agent.

  
Dave Scherpf, Member and  
Registered Agent of the Company

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