


This Instrument Prepared by:
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STATE OF ALABAMA)
)
COUNTY OF SHELBY)


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Shelby Cnty Judge of Probate, AL
11/12/2010 11:55:23 AM FILED/CERT

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
MARCHAND ENTERPRISES, LLC**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

MARCHAND ENTERPRISES, LLC, an Alabama limited liability company (the “Company”), submits the following information required by Ala. Code § 10-12-11:

1. The name of the Company is “Marchand Enterprises, LLC.”
2. The Articles of Organization of the Company were filed in the Office of the Judge of Probate of Shelby County, Alabama, on October 14, 2005, as Instrument 20051014000537320.
3. The Articles of Organization are hereby amended and restated in their entirety to now read as follows:

The undersigned organizer, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the “Alabama Limited Liability Company Act”), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I
NAME**

The name of this limited liability company (the “Company”) shall be: Marchand Enterprises, LLC.

ARTICLE II **DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III **PURPOSES**

The nature of the business of the Company and its objects, purposes, and powers are as follows:

(a) to own and operate a temporary staffing business that will do business in the states of Alabama, Louisiana and Mississippi, and the Company may engage in any business or activity which is related, ancillary, or incidental to such purposes; and

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects, and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Company shall be 1869 Glenwood Road, Luverne, Alabama 36049, and its registered agent at such address shall be Dustin Marchand.

ARTICLE V **MEMBERS**

The name and address of the members (the "Members") of the Company are as follows:

MEMBER

Lang Consulting Group, LLC

ADDRESS

1824 Alaqua Lakes Boulevard
Longwood, Florida 32779

Dustin Marchand

1869 Glenwood Road
Luverne, Alabama 36049

ARTICLE VI
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the agreement by the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by the Members and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Alabama or these Articles of Organization.


ARTICLE VIII
CONTINUATION UPON CESSATION OF MEMBER

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or Articles of Organization.

ARTICLE IX
MANAGEMENT

The Company's business and operations shall be managed by its Members.

ARTICLE X
ORGANIZER


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The name and address of the organizer are as follows:

Dustin Marchand
1869 Glenwood Road
Luverne, Alabama 36049

[SIGNATURES ON FOLLOWING PAGE]

[Signature Page to Amended and Restated Articles of Organization]

IN WITNESS WHEREOF, the undersigned Member has executed these Amended and Restated Articles of Organization on this 9 day of November, 2010.

MARCHAND ENTERPRISES, LLC, an
Alabama limited liability company

By: 
Dustin Marchand
Its: Member



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