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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT.
Account Number : T19990000012
Phone : (954) 468-1355
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LIMITED PARTNERSHIP AMENDMENT

LEE MUNDER INVESTMENTS LTD.

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEE MUNDER INVESTMENTS LTD.**

The undersigned, on behalf of the limited partnership named below, hereby certifies that:

- 1. The present name of the limited partnership is Lee Munder Investments Ltd. (the "Limited Partnership").
- 2. The date of filing of the original Certificate of Limited Partnership with the Florida Department of State was January 24, 2000.
- 3. The text of the Certificate of Limited Partnership is hereby restated as amended to read as herein set forth in full:

"1. Name of Partnership. The name of the Partnership is as follows:

Lee Munder Investments Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

John Hancock Building, T28
200 Clarendon Street
Boston, MA 02116

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership are as follows:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

4. Name and Business Address of General Partner. The name and business address of the general partner are as follows:

Lee Munder Investments LLC
231 Royal Palm Way
Palm Beach, Florida 33480

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5. Mailing Address. The mailing address of the Partnership is as follows:

John Hancock Building, T28
200 Clarendon Street
Boston, MA 02116

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2050."

5. This Amended and Restated Certificate is duly executed and filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

Signed this 14th day of May 2001

LEE MUNDER INVESTMENTS LLC,
General Partner

By: _____
Lee Munder, Sole Member

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