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Division of Corporations Page 1 of 3

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DIVISION OF CORPORATION

**LIMITED PARTNERSHIP AMENDMENT**

**ACTIVE INVESTORS II, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

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P.02

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF ACTIVE INVESTORS II, LTD.**

The undersigned sole General Partner of ACTIVE INVESTORS II, LTD., a Florida limited partnership (the "Partnership"), which filed its Certificate of Limited Partnership with the Florida Department of State on February 25, 1993, has duly executed and does hereby adopt and file this Amended and Restated Certificate of Limited Partnership pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act as follows:

**I. NAME**

The name of the Partnership is ACTIVE INVESTORS II, LTD.

**II. BUSINESS ADDRESS**

The business address of the Partnership is as follows:

8567 Coral Way, #138  
Miami, Florida 33155

**III. REGISTERED AGENT AND REGISTERED OFFICE**

The address of the registered office of the Partnership and the name of the registered agent for service of process located at that office is as follows:

Damarie Cano  
8567 Coral Way, #138  
Miami, Florida 33155

**IV. GENERAL PARTNER**

The name and business address of the general partner of the Partnership is as follows:

Fundamental Management Corporation  
8567 Coral Way, #138  
Miami, Florida 33155

**V. MAILING ADDRESS**

The mailing address of the Partnership is as follows:

8567 Coral Way, #138  
Miami, Florida 33155

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**VI. DISSOLUTION**

The latest date on which the partnership is to dissolve is December 31, 2008.

The undersigned sole General Partner of ACTIVE INVESTORS II, LTD. hereby executes this Amended and Restated Certificate of Limited Partnership effective as of the 21 day of May 2004.

FUNDAMENTAL MANAGEMENT CORPORATION

By: Carl N. Singer  
Name: Carl N. Singer  
Title: CEO

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