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Florida Department of State

Division of Corporations

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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

ACTIVE INVESTORS II, LTD.

Certificate of Status	0
Certified Copy	1
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DEC 31 2008

EXAMINER

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**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 620.1202 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

VI. DISSOLUTION

The latest date on which the partnership is to dissolve is December 31, 2011.

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The undersigned sole General Partner of ACTIVE INVESTORS II, LTD. hereby executes this Amended and Restated Certificate of Limited Partnership effective as of the 23rd day of December, 2008.

FUNDAMENTAL MANAGEMENT CORPORATION

By: 

Robert C. Salisbury
President

By: 

C. Rodney O'Connor
Chairman

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FUNDAMENTAL

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ACTIVE INVESTORS, II, LTD. to accept service of process at the place designated in the Amended and Restated Certificate of Limited Partnership dated December 23, 2008, and to comply with the provisions of Chapter 620, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 30th day of December, 2008.

By: 
Damarie Cano

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