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LIMITED PARTNERSHIP AMENDMENT

ACTIVE INVESTORS III, LTD.

Certificate of Status	1
Certified Copy	1
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MAY 26 2004 2:27 PM FR HOLLAND & KNIGHT

TO 918502050383# P.02
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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF ACTIVE INVESTORS III, LTD.**

The undersigned sole General Partner of **ACTIVE INVESTORS III, LTD.**, a Florida limited partnership (the "Partnership"), which filed its Certificate of Limited Partnership with the Florida Department of State on May 20, 1997, 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 III, 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, 2011.

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

FUNDAMENTAL MANAGEMENT CORPORATION

By: 
Name: Carl N. Singer
Title: CEO

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