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**LP/LLP AMENDMENT/RESTATEMENT/CORRECTION
ACTIVE INVESTORS III, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

44913-10

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DEC 28 2011

EXAMINER

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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 620.1202 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:

Robert Salisbury
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, 2014.

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The undersigned sole General Partner of ACTIVE INVESTORS III, LTD. hereby executes this Amended and Restated Certificate of Limited Partnership effective as of the 27th day of December 2011.

FUNDAMENTAL MANAGEMENT CORPORATION

By: /s/ Robert C. Salisbury
Name: Robert C. Salisbury
Title: President

By: /s/ C. Rodney O'Connor
Name: C. Rodney O'Connor
Title: Chairman

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