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To:

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DIVISION OF CORPORATION

YORKSTAR FINANCIAL SERVICES LLC

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AMENDED AND RE-STATED ARTICLES OF ORGANIZATION FOR
YORKSTAR FINANCIAL SERVICES LLC,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

YORKSTAR FINANCIAL SERVICES LLC

ARTICLE II - Street Address:

The street and mailing address of the Limited Liability Company is:

YORKSTAR FINANCIAL SERVICES LLC
c/o Mark Hankins
8875 Hidden River Pkwy Ste 300
Tampa, FL 33637

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

FLORIDA INCORPORATORS, INC.
8875 Hidden River Parkway, Suite 300
Tampa, FL 33637-2087
(813) 632-7882

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager who shall solely be empowered to act on behalf of the Limited Liability Company, and the name and address of the manager is:

Ms. Janice Liburd Manager
22 Cayon Street
Basseterre, St. Kitts
W. Indies

D/O/B April 12, 1967

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

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The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

Florida Incorporators, Inc.
8875 Hidden River Pkwy Ste 300
Tampa, FL 33637

ARTICLE VIII - Effective Date:

The effective date of these articles shall be June 27, 2003.

ARTICLE IX - Street Address:

The street address of the principal office of the Limited Liability Company is:

YORKSTAR FINANCIAL SERVICES LLC
Saffrey Square, Suite 205
Bank Lane, Nassau
Bahamas

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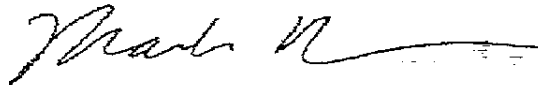
ARTICLE X - Capitalization:

The capitalization of the Limited Liability Company shall be TEN THOUSAND DOLLARS (\$10,000).

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DATED: June 18, 2003

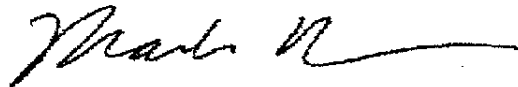


Mark Hankins
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.



By: Mark Hankins
President

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TALLAHASSEE, FLORIDA

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