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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305)379-7907
Fax Number : (305)402-3141

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LIMITED LIABILITY AMENDMENT

FABIENNE INVESTMENTS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
FABIENNE INVESTMENTS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

FABIENNE INVESTMENTS, LLC

ARTICLE II - Address:

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

FABIENNE INVESTMENTS, LLC
c/o Mark Hankins
18805 Duquesne Drive
Tampa, FL 33647
United States of America

ARTICLE III - Duration:

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

30 years

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900 1
MIAMI, FL 33025
(305) 661-8503

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ARTICLE IV - Management:

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

Ms. Verena Eulanda Jeffers Manager
Craddock Road
Charlestown
Nevis

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:

The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or

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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 registered agent and registered office of the limited liability company is:

Florida Incorporators, Inc.
8875 Hidden River Parkway, Suite 300
Tampa, FL 33637
United States of America

ARTICLE VIII - Effective Date:

The effective date of these articles shall be December 2, 2003.

ARTICLE IX -Membership and Percentages:

The membership and ownership percentages of the Limited Liability Company are as follows:

SHEARINGS COMPANY LTD.	62%
37 Regent Street	
Belize City, Belize	
HAWICK INTERNATIONAL S. A.	38%
37 Regent Street	
Belize City, Belize	

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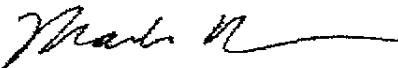
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ARTICLE XI - Initial Capitalization:

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

DATED: December 2, 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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