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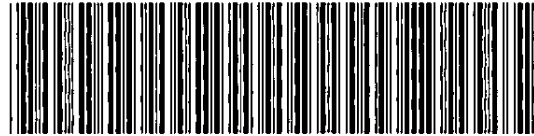
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MAR 20 2008

EXAMINER

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DATE: 03-20-08

NAME: KARTEX FINANCE LTD. CO

TYPE OF FILING: AMENDMENT/RESTATED ARTICLES

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
KARTEX FINANCE LTD. CO.**

(A Florida limited liability company)

(Filed in accord with 608.411, F.S.)

FIRST: The name of the limited liability company is **Kartex Finance Ltd. Co.**

SECOND: The limited liability company was originally organized in the State of Florida on February 20, 2002.

THIRD: The Articles of Organization are hereby amended and restated in their entirety to read as follows:

Article I. Name

The name of this Florida Limited Liability Company is:

Kartex Finance Ltd. Co.

Article II. Registered Agent & Registered Office

The name of the Company's Registered Agent and Street Address Registered of the Registered Office are:

Florida Filing & Search Services, Inc.

155 Office Plaza Drive, Suite A

Tallahassee, FL 32301

American Incorporators Ltd.
1220 N. Market Street, Suite 808
Wilmington, DE 19801
302-421-5752

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Article III. Address

The Company's mailing address is: American Incorporators Ltd., 1220 N. Market Street, Suite 808, Wilmington, DE 19801.

The address of company's principal of place of business is: Drake Chambers, Road Town, Tortola, British Virgin Islands.

Article IV. Contributions

The total amount of cash and a description and agreed upon value of property other than cash contributed will be determined by the members in accordance with the limited liability company operating agreement.

Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a member-managed company. The name and address of the initial member(s) shall be:

Cascado AG
50th Street,
Global Plaza Tower
19th Floor, Suite H
Panama City
Republic of PANAMA

American Incorporators Ltd.
1220 North Market Street, Suite 808
Wilmington, DE 19801
302-421-5752

Article VII. Company Existence

The Company's existence shall be perpetual.

The undersigned authorized representative of a member executed these Amended and Restated Articles of Organization of **Kartex Finance Ltd. Co.** on March 19, 2008.

A handwritten signature in black ink, appearing to read "Sid Garnett", is written over a horizontal line.

Sid Garnett
Authorized Representative

American Incorporators Ltd.
1220 North Market Street, Suite 808
Wilmington, DE 19801
302-421-5752

CERTIFICATE OF DESIGNATION

of

REGISTERED AGENT/OFFICE

LIMITED LIABILITY COMPANY:

Kartex Finance Ltd. Co.

REGISTERED AGENT/OFFICE

Florida Filing & Search Services, Inc.

155 Office Plaza Drive, Suite A

Tallahassee, FL 32301

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

P. W. Hodge, President

Date: 3/20/08

American Incorporators Ltd.
1220 North Market Street, Suite 808
Wilmington, DE 19801
302-421-5732