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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HEATHFIELD LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Martin J S Katz
(Name of Person)

Middleton Katz Chartered Secretaries LLC
(Firm/Company)

Bourne House, 97 Woodbourne Rd
(Address)

Douglas, Isle of Man IM9 1LY, United Kingdom
(City/State and Zip Code)

For further information concerning this matter, please call:

Martin Katz at (+44) 1624 626668
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ $25.00 Filing Fee
- ☑ $30.00 Filing Fee & Certificate of Status
- ☐ $55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- ☐ $60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

Amended and Restated Articles of Organisation of HEATHFIELD LLC (FORMERLY BLENHEIM LLC)

(Original Articles of Organization filed 12 March 2002 ref L02000005800)

The undersigned, for the purpose of amending and restating the articles of organisation of Heathfield LLC under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.411 hereby makes, acknowledges, and files the following Amended and Restated Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be Heathfield LLC, ("Company").

ARTICLE 2 – ADDRESS

The principal place of business of the Company shall be Bourne House, 97 Woodbourne Road, Douglas, Isle of Man, United Kingdom and the mailing address shall be the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 – PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the business of a private investment company and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this Company is at PH2 700 Eleventh Street South, Naples, Florida FL34102. The name and address of the registered agent of this Company is Wellington Shield Inc of PH 2 700 Eleventh Street South, Naples, Florida FL34102.

ARTICLE 7 – MANAGEMENT

The Company is a manager-managed Company. The manager of the Company shall be:

MK Managers LLP of Suite 317, 117 Waterloo Road, London, England

ARTICLE 8 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 – TERMINATION OF EXISTENCE

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 10 – MEMBERS

The Manager of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at 700 Eleventh Street South, PH2, Naples, Florida 34102, for the foregoing uses and purposes, this 29th day of March 2006.

Martin J S Katz, Authorised Representative of the members.