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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:
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Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY AMENDMENT

KL FINANCIAL GROUP FLORIDA, LLC

AL

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

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These Amended and Restated Articles of Organization were adopted effective December 18, 2002 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: KL FINANCIAL GROUP FLORIDA, LLC

Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on June 5, 2002.

Article III. Address

The Company's street and mailing address is:

KL FINANCIAL GROUP FLORIDA, LLC

631 US Highway 1

Suite 307

North Palm Beach FL 33408

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

PINEIRO & WORTMAN, P.A.

7108 Fairway Drive

Suite 225

Palm Beach Gardens FL 33418

Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company

Scott J. Wortman | FL Bar Member 454222

PINEIRO & WORTMAN, P.A.

7108 Fairway Drive

Suite 225

Palm Beach Gardens FL 33418

561-799-9280

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

KL FINANCIAL GROUP FLORIDA, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT/OFFICE:

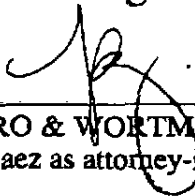
PINEIRO & WORTMAN, P.A.

7108 Fairway Drive

Suite 225

Palm Beach Gardens FL 33418

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 of 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.



PINEIRO & WORTMAN, P.A.
by T. Baez as attorney-in-fact

Date: December 19, 2002

Scott J. Wortman | FL Bar Member 454222
PINEIRO & WORTMAN, P.A.
7108 Fairway Drive
Suite 225
Palm Beach Gardens FL 33418
561-799-9280

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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 manager-managed company. The name of each manager is:
WON LEE
631 US Highway 1 Suite 307 North Palm Beach FL 33408

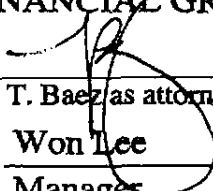
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Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

KL FINANCIAL GROUP FLORIDA, LLC

By: 
by T. Baez as attorney-in-fact

Name: Won Lee

Title: Manager

Date: December 18, 2002

Scott J. Wortman | FL Bar Member 454222
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