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DIVISION OF CORPORATION

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Fax Number : (850) 205-0383

From:

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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L04-86069 *Amend + Rest*

**LIMITED LIABILITY AMENDMENT**

**HAYFORD INVEST LLC**

Certificate of Status	0
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RESTATED ARTICLES OF ORGANIZATION FOR  
HAYFORD INVEST LLC  
A FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

HAYFORD INVEST LLC

ARTICLE II - Mailing Address:

The mailing address of the Limited Liability Company is:

HAYFORD INVEST 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:

50 years

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager who is empowered to act solely on behalf of the

FLORIDA INCORPORATORS, INC.  
8875 Hidden River Pkwy Ste 300 1  
Tampa, FL 33637  
(813) 632-7882

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Limited Liability Company, and the name and address of the manager is:

**Mr. Matthew Charles STOKES - Manager**

**Resident address:** Flat No 5117, Golden Sands No. 5,  
PO Box 9168, Mankhol, Dubai, United Arab Emirates

**Passport No.:** 627031339

**Date of birth:** 20<sup>th</sup> August 1976

**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 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.

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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 IX - Street Address:

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

HAYFORD INVEST LLC  
18805 Duquesne Drive  
Tampa, FL 33647  
United States of America

ARTICLE X - Effective Date:

The effective filing date of the Limited Liability Company shall be November 25, 2004.

ARTICLE XI - Members and Contribution:

The total capital contribution shall be \$10,000 U.S. and the members and ownership percentages of the Limited Liability Company shall be as follows:

HELSTAR LTD. Suite 13, First Floor, Oliaji Trade Centre Francis Rachel Street Victoria, Mahe, Seychelles	99 %
HAWICK INTERNATIONAL S.A. 1876 Hutson Street Belize City, Belize	1 %

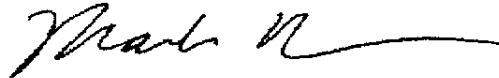
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DATED: July 7, 2005

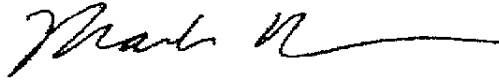


Mark Hankins  
Authorized Representative

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

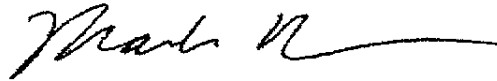
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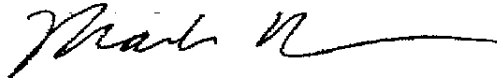


Mark Hankins  
Authorized Representative

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FLORIDA INCORPORATORS, INC.



By:

Mark Hankins, President

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