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BELFORT PARTNERS, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BELFORT PARTNERS, LLC**

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These Amended and Restated Articles of Organization for Belfort Partners, LLC are being filed pursuant to Section 608.411 of the Florida Limited Liability Company Act and hereby amend, in their entirety, the Articles of Organization filed with the Florida Secretary of State on October 14, 2005 under Document Number L05000101541.

ARTICLE I - Name

The name of the Limited Liability Company is Belfort Partners, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 848 Brickell Avenue, Suite 810, Miami, Florida 33131.

ARTICLE III- Registered Agent and Office

The name and street address of the Company's registered agent and office is Richard Liss, 848 Brickell Avenue, Suite 810, Miami, Florida 33131.

ARTICLE IV - Management

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 7th day of January, 2008

By: Name: Richard LissTitle: Manager

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 7th day JANUARY, 2008



Richard Liss

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