

Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : LARRY V. BISHINS, P.A.

Account Number : 072720000103

Phone : (954) 772-7900

Fax Number : (954) 772-7924

LLC AMND/RESTATE/CORRECT OR M/MG RESIG**ARBITRAGE INTERNATIONAL HOLDINGS LLC**

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H06000194132 3**Amended and Restated Articles of Organization
for ARBITRAGE INTERNATIONAL MANAGEMENT LLC**

ARBITRAGE INTERNATIONAL MANAGEMENT LLC the former name of which was ARBITRAGE INTERNATIONAL HOLDINGS LLC, which has filed its original Articles of Organization on June 27, 2006, hereby files this Amended and Restated Articles of Organization for ARBITRAGE INTERNATIONAL MANAGEMENT LLC to changes its name from ARBITRAGE INTERNATIONAL HOLDINGS LLC and states:

Article I

The name of the Limited Liability Company is:

ARBITRAGE INTERNATIONAL MANAGEMENT LLC

Article II

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

7700 Congress Avenue
Suite 3209
Boca Raton, FL 33487

Article III

The mailing address of the Limited Liability Company is:

7700 Congress Avenue
Suite 3209
Boca Raton, FL 33487

Article IV

The name and Florida street address of the registered agent is:

Larry V. Bishins
4548 North Federal Highway
Fort Lauderdale, FL33308

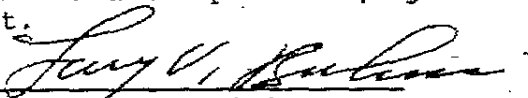
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my

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duties, and I am familiar with and accept the obligations of my position as registered agent.

Resident Agent Signature:


Larry V. Bisins

Article V

The name and address of managing members/mangers are:

Title: MGRM
Simon Bernstein
7700 Congress Avenue, Suite 3209
Boca Raton, FL 33487

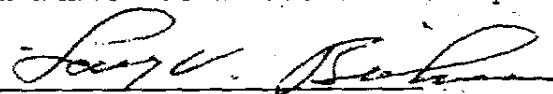
Article VI

The effective date for this Amended and Restated Articles of Organization shall be:

08/01/2006

Signature of member or an authorized representative of a member.

Signature:


Larry V. Bishins

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