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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (813) 632-7882
Fax Number : (305) 402-3141

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BERLEY LLC

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EXAMINER

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RESTATED ARTICLES OF ORGANIZATION FOR

BERLEY LLC

A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BERLEY LLC

ARTICLE II - Registered Agent and Reg. Office:

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, United States of America.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

50 years

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

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager who is empowered to act solely on behalf of the Limited Liability Company, and the name, address and date of birth of the manager is:

Mr. Ian Taylor

1st Floor, Pacific Building,
Port Vila,
Vanuatu

Manager

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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:

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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.

ARTICLE VII - Mailing Address:

The mailing address of the Limited Liability Company is:

BERLEY LLC
7803 Blue Spring Drive,
Land O Lakes, FL 34639,
United States of America

ARTICLE IX - Street Address:

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

BERLEY LLC
7803 Blue Spring Drive,
Land O Lakes, FL 34639,
United States of America

ARTICLE X - Members and Contribution:

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

TARTARUS LTD.
Suite 13; First Floor,
Oliaji Trade Centre,

99 %

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Francis Rachel Street,
Victoria, Mahe, Seychelles

SHEARINGS COMPANY LIMITED
1876 Hutson Street,
Belize City,
Belize

DATED: April 30, 2009

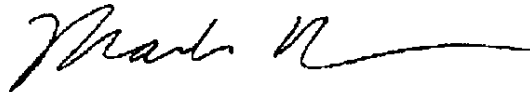


MARK HANKINS
Authorized Representative

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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