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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

D. BRUCE

MAR 18 2011

EXAMINER

Cover Letter - Instructions

Dear Florida Department of State,

Please file these Restated Articles of Organization. Please return a Certified Copy of the Restated Articles of Organization and attach an Apostille for Switzerland. A FedEx Shipping label is enclosed.

Name of Entity: Berley LLC

Requested Services:

Filing of Document (Restated Articles of Organization)

Certified Copy (Restated Articles c

Apostille for Switzerland attached

Check is enclosed

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Any questions please
call: 619-602-4680 or,
fax: 302-246-1201

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is enclosed)

Thanks,
Alex

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TALLAHASSEE, FLORIDA

From: (619) 602-4680
 FL Division of Corporations
 Florida Department of State
 2661 Executive Center Circle
 Clifton Building
 Tallahassee, FL 32301

Origin ID: TLHA



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Ship Date: 16MAR11
 ActWgt: 0.5 LB
 CAD: 7613523/NET3130

Delivery Address Bar Code



SHIP TO: (619) 602-4680

BILL SENDER

Alex Hlavacek

6538 COLLINS AVE # 286

MIAMI BEACH, FL 33141

Ref # Berley, MA Services
 Invoice #
 PO #
 Dept #

THU - 17 MAR A1
 STANDARD OVERNIGHT

TRK# 7945 3993 3297

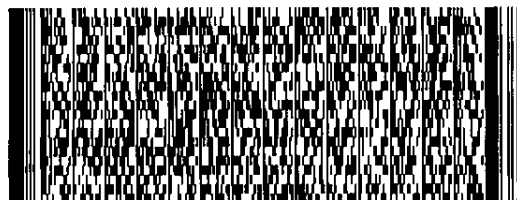
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After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

Warning: Use only the printed original label for shipping. Using a photocopy of this label for shipping purposes is fraudulent and could result in additional billing charges, along with the cancellation of your FedEx account number.

Use of this system constitutes your agreement to the service conditions in the current FedEx Service Guide, available on fedex.com. FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$500, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see current FedEx Service Guide.

* If possible please send both documents back
 in the same Fedex.

Thanks,
 Alex

SECRETARY OF STATE
State of Florida
Division of Corporations
Tallahassee, FL 32399

RESTATED ARTICLES of ORGANIZATION

of

BERLEY LLC

ARTICLE I - Name:

The name of the limited liability company is:

BERLEY LLC

ARTICLE II - Mailing and Street Address:

6538 Collins Av. #286
Miami Beach, FL 33141
Florida, United States of America

ARTICLE III - Registered Agent and Registered Office:

The initial registered agent and registered office of the limited liability company is:

Karina Rocha
320 85th Street, #14
Miami Beach, Florida, 33141
United States of America

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 duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in chapter 608, F.S.



Registered Agent's Signature
Karina Rocha

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TALLAHASSEE, FLORIDA

ARTICLE IV – Managers:

The name, date of Birth, address and passport number of the present Manager of the Company who is authorized to act solely and independently on behalf of the company and shall serve as the Manager of the Company until the first annual meeting of the member or until such manager's successor is elected and duly qualified, is as follows:

Manager: **Ms. Marea Jean O'Toole**
 DOB 5th May 1972
 Flat 5, Residence Tanzi, Racket Road, Grand Baie, GPO Box 244,
 Mauritius
 Passport number: R785063

ARTICLE V – Management:

The Company shall be managed by a manager or managers who shall be elected annually by the members in the manner prescribed by the Operating Agreement of the Company. The manager or managers shall have the right and authority to incur any debt, obligation or liability on behalf of and in the name of the Company. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement. The number of managers of the Company may be increased or decreased from time to time as may be determined by the vote of the members of the Company.

ARTICLE VI - Purpose:

The company will have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which LLCs may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to an LLC, including administration of issued bonds on behalf of overseas companies.

ARTICLE VII – Members and Contribution:

The total capital contribution shall be ten thousand dollars (\$10,000.00) 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, Francis Rachel Street,
Victoria, Mahé, Republic of Seychelles

99 %

SHEARINGS COMPANY LIMITED
1876 Hutson Street, Belize City
Belize

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ARTICLE VIII – Continuity:

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or on the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company.

ARTICLE IX – Indemnification:

The Company will indemnify an individual made party to a proceeding because he is or was a manager, officer, or organizer, employee or agent of the Company against liability incurred in the proceeding if:

1. He conducted himself in good faith;
2. He reasonably believed that his conduct was in or at least not opposed to the Company's interest; and
3. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

The indemnification and advance of expenses authorized in these articles will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any bylaw, agreement, or vote of members, disinterested managers or otherwise.

In addition to the foregoing, the Company will indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against account enforcing the indemnification right under these articles, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

Signed on March 17th, 2011



Karina Rocha, authorized representative of the member

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TALLAHASSEE, FLORIDA

(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).