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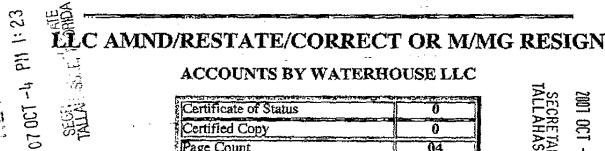
From:

: CORPORATE CREATIONS INTERNATIONAL INC. Account Name

Account Number : 110432003053 Phone : (561)694-8107

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# ACCOUNTS BY WATERHOUSE LLC

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# AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted October 4, 2007 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

#### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Accounts By Waterhouse LLC Old Name:

## Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on September 7, 2007.

#### Article III. Address

The Company's street and mailing address is: Accounts By Waterhouse LLC 657 Cypress Way East Naples FL 34110

#### Article IV. Registered Agent

The name and street address of the Company's registered agent is:
Rachael Waterhouse
657 Cypress Way East
Naples FL 34110 UNITED STATES

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SECRETARY OF STATE

Jason Maughan, Esq. 1 FL Bar Member 1101 Periwinkle Way Suite 102 Sanibel FL 33957 239-472-2424

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### Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

#### Article VI. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of

Article VII. Management	naphalana an
This will be a member-managed company. The name RACHAEL WATERHOUSE 657 Cypress Way East Naples FL 34110	
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Jason Maughan, Esq. I FL Bar Member 1101 Periwinkle Way Suite 102 Sanibel FL 33957 239-472-2424

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Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Accounts By Waterhouse LLC

By: Valeria Hawk as atternay in face

Name: Rachael Waterhouse

Title: President

Date: October 4, 2007

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

LIMITED LIABILITY COMPANY:

Accounts By Waterhouse LLC

REGISTERED AGENT/OFFICE:

Rachael Waterhouse 657 Cypress Way East Naples FL 34110

Jason Maughan, Esq. | FL Bar Member 1101 Periwinkle Way Suite 102 Sanibel FL 33957 239-472-2424 SECRETARY OF STATE

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

RACHAEL WATERHOUSE

by Valerie Hawk as attorney-in-fact

Date: October 4, 2007

SECRETARY OF STATE

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