

**L12000101680**

**Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
US ASSET RESOURCES, LLC**

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

**OF**

**US ASSET RESOURCES, LLC**

1. The name of the limited liability company is US ASSET RESOURCES, LLC (the "Company").

2. The Articles of Organization for the Company were filed on August 7, 2012 and assigned Florida Document Number L12000101680.

3. The Company hereby adopts the following Amended and Restated Articles of Organization which were duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act (the "Act");

**ARTICLE I - NAME**

The name of the limited liability company is AFFINIA ASSET MANAGEMENT, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 225 E. Robinson Street, Suite 660, Orlando, FL 32801.

**ARTICLE III - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV - PURPOSES**

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V**

**REGISTERED AGENT; REGISTERED ADDRESS**

The name of the registered agent of the Company is C T CORPORATION SYSTEM. The Florida street address of the registered agent of the Company is 1200 South Pine Island Road, Plantation, FL 33324.

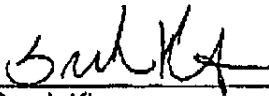
ARTICLE VI  
MANAGEMENT

The Company is to be member managed.

ARTICLE VII  
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

IN WITNESS WHEREOF, the Company has caused these Amended and Restated Articles of Organization to be executed by an Authorized Representative as of this 8th day of November, 2012.

By:   
Sarah Klee  
Authorized representative

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That US ASSET RESOURCES, LLC desiring to amend and restate the Articles of Organization of the Company under the laws of the State of Florida, has named C T CORPORATION SYSTEM, located at 1200 South Pine Island Road, Plantation, FL 33324, as its agent to accept service of process within this state.

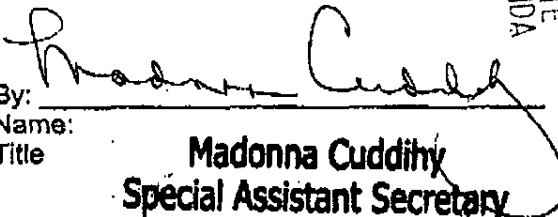
**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, C T CORPORATION SYSTEM hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with, and accepts the duties and obligations of, a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 16th day of November, 2012.

**REGISTERED AGENT:**

**C T CORPORATION SYSTEM**

By:   
Name: **Madonna Cuddihy**  
Title: **Special Assistant Secretary**

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