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Email Address: RMacaulay@CFJBLAW.COM

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
LITWAK & PARTNERS (U.S.) LLC**

| | |
|-----------------------|---------|
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OCT 08 2015
J. HARRIS

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
LITWAK & PARTNERS (U.S.) LLC**

First: The Articles of Organization of Litwak & Partners (U.S.) LLC were filed with the Florida Secretary of State on September 17, 2015 and assigned Document Number L15000157667.

Second: Such Articles of Organization (the "Articles") are hereby deleted in their entirety and Amended and Restated as follows:

**ARTICLE I.
NAME**

The name of the limited liability company is Litwak & Partners (U.S.) LLC (the "Company").

**ARTICLE II.
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 100 SE Second Street, Suite 4200, Miami, Florida 33131, Attn: Robert B. Macaulay.

**ARTICLE III.
REGISTERED AGENT AND OFFICE**

The name of the registered agent and the street address of the registered office of the Company in the State of Florida is CFRA, LLC, a Florida limited liability company, 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

**ARTICLE IV.
MANAGEMENT**

The Company shall be a manager managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The initial Manager of the Company shall be:

| | | |
|---------------|---|--------------------------|
| Martin Litwak | - | c/o 100 SE Second Street |
| | | Suite 4200 |
| | | Miami, Florida 33131 |

These Amended and Restated Articles of Organization have been duly executed on the date set forth below by the Authorized Representative of the Company and are being filed in accordance with §605.0202, Florida Statutes. In accordance with the terms of §605.0202 and §605.0203 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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CLERK OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Amended and Restated Articles of Organization on this 7th day of October, 2015.

LITWAK & PARTNERS (U.S.) LLC

By: Robert B. Macaulay
Robert B. Macaulay, Authorized
Representative

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TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 7th day of October, 2015.

CFRA, LLC, a Florida limited liability company

By: Robert B. Macaulay
Robert B. Macaulay, Authorized Representative

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