

11/19/2008 4:33 PM FROM: Fax Florida Incorporators, Inc. TO: (850) 617-6383 PAGE: 011 of 015
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Division of Corporations

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L. SELLERS

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EXAMINER

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

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MORRIS CAPITAL PARTNERS LC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION
for
MORRIS CAPITAL PARTNERS LC
a Florida Limited Liability Company

At the Company's Meeting of Members, which was duly held on the 12th day of November 2008, in accordance with Florida Limited Liability Company Act, resolutions were duly adopted setting forth following Amendment of the Company's Articles of Organization:

Article I. Name

The name of this Florida limited liability company is:
Morris Capital Partners LC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations of these Articles of Organization.

Article III. Address

The street and mailing address of the principal office of the Company is:

Morris Capital Partners LC
7803 Blue Spring Drive,
Land O Lakes, FL 34639
United States of America

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

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Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Florida Incorporators, Inc.
8875 Hidden River Pkwy. Ste 300
Tampa FL 33637
United States of America

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other

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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 VIII. Management

The management of the Company is reserved on the manager, who is solely empowered to act on behalf of the Company. The name and address of the current sole manager is:

Mr. Irvin BONCAMPER

22 Cayon Street West, Basseterre, St. Kitts
Date of Birth: October 30, 1954

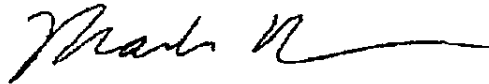
Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act

Article X. Company Existence

The Company's existence began effective as of March 15, 1999.

DATED: November 19, 2008



MARK HANKINS
Authorized Representative

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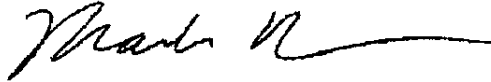
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ACCEPTANCE OF REGISTERED AGENT

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