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## LIMITED LIABILITY AMENDMENT

HEMISPHERIC UNDERWRITING MANAGERS, L.L.C.

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
HEMISPHERIC UNDERWRITING MANAGERS, L.L.C.**

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HEMISPHERIC UNDERWRITING MANAGERS, L.L.C., a Limited Liability Company (the "Company"), was organized on July 23, 1999, by the filing of the original Articles of Organization. The Company desires to amend and restate its Articles of Organization, to read as follows:

**ARTICLE I - Name**

The name of the Company is **HEMISPHERIC UNDERWRITING MANAGERS, L.L.C.**

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is Douglas Centre, 2600 Douglas Road, Suite 807, Coral Gables, Florida 33134.

**ARTICLE III - Registered Agent and Office**

The street address of the Company's initial registered office is 103 North Meridian Street, Lower Level, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is CorpDirect Agents.


**ARTICLE IV - Management**

The Company is to be managed by one or more managers and is therefore a manager-managed company.

**ARTICLE V - Rescission**

All prior Articles of Organization and Articles of Amendment of the Company shall be superceded and replaced upon the filing of these Amended and Restated Articles of Organization.

The foregoing instrument has been duly executed and is filed in accordance with Section 608.411 of the Florida Statutes.

  
Julio Jimenez, Authorized Signor  
Date: August 23, 2001

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

CORPDIRECT AGENTS

By: Pam WolfeTitle: Pam Wolfe - It's AgentDate: August 23, 2001

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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.

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