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April 28, 1999

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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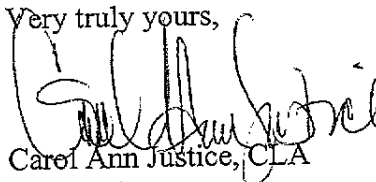
RE: Brokerage Group International, L.L.C.

Dear Sir or Madam:

Enclosed please find Amended and Restated Articles of Organization for Brokerage Group International, L.L.C. along with a check for the filing fee of \$52.50.

Kindly have the Amended and Restated Articles filed with the Florida Secretary of State and have a stamped copy returned by regular mail as soon as it has been filed. Thank you for your attention to this matter.

Very truly yours,

  
Carol Ann Justice, CLA  
Paralegal

/caj  
Enclosures

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION FOR  
BROKERAGE GROUP INTERNATIONAL, L.L.C.**

**DOCUMENT NUMBER L 99 00000 5719**

**ARTICLES OF ORGANIZATION ORIGINALLY FILED ON  
SEPTEMBER 7, 1999**

**The Articles of Organization are amended and restated to eliminate Articles V, VI, VII, VIII and IX and to amend Article IV as provided below and to eliminate the names of the managers.**

**ARTICLE I – Name:**

The name of the Limited Liability Company is: **BROKERAGE GROUP INTERNATIONAL, L. L.C.**

**ARTICLE II – Address:**

The mailing address and street address of the principal office of the Limited Liability Company is: 1265 South Semoran Blvd., Suite 1229 Winter Park FL 32792.

**ARTICLE III – Duration:**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV – Management**

The Limited Liability Company is a manager-managed Limited Liability Company. The Limited Liability Company shall be managed by the manager(s) who is (are) designated, appointed or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company.

(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.)



Richard P. DeDreu as President of Richard P. DeDreu & Associates, Inc. an authorized representative of the members

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00 FEB 24 PM 10:17

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TALLAHASSEE, FLORIDA