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BASIC AMENDMENT
MANHATTEN MUTUAL FUND CORPORATION

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective January 22, 2003 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Manhattan Mutual Fund Corporation

Old Name: Manhattan Mutual Fund Corporation

Article II. Address

The mailing address of the Corporation is:
Manhattan Mutual Fund Corporation
c/o Andreas Kelly
2333 Ponce de Leon Blvd., Suite 550
Coral Gables FL 33134

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Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Wagner Willibald

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Andreas M. Kelly | FL Bar Member 181277
Andreas M. Kelly, P.A.
2333 Ponce de Leon
Suite 550
Miami FL 33134
305-443-4850

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Article IV. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1,000 per share. In addition, the Corporation shall have the authority to issue 990,000 shares of nonvoting common stock, par value \$1,000 per share.

Article V. Registered Agent

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

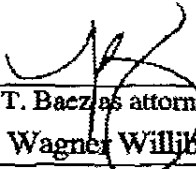
Andreas Kelly
2333 Ponce de Leon
Suite 550
Miami FL 33134

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original *Articles of Incorporation*.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Manhattan Mutual Fund Corporation
Manhattan Mutual Fund Corporation

By: 
by T. Baczi as attorney-in-fact
Name: Wagner Willibald
Title: Director
Date: January 22, 2003

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Manhattan Mutual Fund Corporation

REGISTERED AGENT/OFFICE:

**Andreas Kelly
2333 Ponce de Leon
Suite 550
Miami FL 33134**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANDREAS KELLY
by T. Bacaj as attorney-in-fact

Date: January 23, 2003

**Andreas M. Kelly | FL Bar Member 181277
Andreas M. Kelly, P.A.
2333 Ponce de Leon
Suite 550
Miami FL 33134
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