CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Money Professionals Group, L.L.C.

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___ Art of Inc. File___
___ LTD Partnership File___
___ Foreign Corp. File___
✓ L.C. File___
___ Fictitious Name File___
___ Trade/Service Mark___
___ Merger File___
___ Art. of Amend. File___
___ RA Resignation___
___ Dissolution / Withdrawal___
___ Annual Report / Reinstatement___
___ Cert. Copy___
✓ Photo Copy___
___ Certificate of Good Standing___
___ Certificate of Status___
___ Certificate of Fictitious Name___
___ Corp Record Search___
___ Officer Search___
___ Fictitious Search___
___ Fictitious Owner Search___
___ Vehicle Search___
___ Driving Record___
___ UCC 1 or 3 File___
___ UCC 11 Search___
___ UCC 11 Retrieval___
Courier

01 FEB -1 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

01 FEB -1 AM 11:08
DIVISION OF CORPORATIONS

2-7-01

Signature

Requested by: WL 2/1 10:30
Name Date Time

Walk-In ___ Will Pick Up ___

ARTICLES OF ORGANIZATION

OF

MONEY PROFESSIONALS GROUP, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MONEY PROFESSIONALS GROUP, L.L.C., and its principal office shall be located at 6767 Wickham Road, Suite 400, in the City of Melbourne, County of Brevard, State of Florida, 32940 and its mailing address shall be the same, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all

or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve until the first annual meeting of members are as follows:

Wayne M. Blanchard
6767 Wickham Road
Suite 400
Melbourne, FL 32940

Donna L. Jordan
P. O. Box 12933
Pensacola, FL 32576

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of $1000 cash shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members may make contributions in unequal shares, but shall at all times remain equal members.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the profits and expenses created or expended by that member's business activity. The distributive share of the profits shall be determined and paid by each member based upon the profits and expenses created or expended by that member's business activity.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid by the member whose business activity creates the loss or expense, in the same manner as profits described in paragraph (a) above, based on that member's business activity.

ARTICLE VIII

DURATION

This limited liability company shall exist until December 31, 2025, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 6767 Wickham Road, Suite 400, City of Melbourne, County of Brevard, State of Florida, 32940, and the name of the company's initial registered agent at that address is Wayne M.

Blanchard.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MONEY PROFESSIONALS GROUP, L.L.C.

Executed by the undersigned on January 23, 2001.

Wayne M. Blanchard

Donna L. Jordan

APPROVED AND FILED

01 FEB -1 PM 12:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Statement Designating Resident Agent and Acceptance

State of Florida
County of Brevard

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MONEY PROFESSIONALS GROUP, L. L. C.

The name of the registered agent for MONEY PROFESSIONALS GROUP, L. L. C., is Wayne M. Blanchard, and the street address of the company's principal office where the agent is located is 6767 Wickham Road, Melbourne, FL 32940.

This statement is to acknowledge that, as indicated above, MONEY PROFESSIONALS GROUP, L.L.C. has appointed me, WAYNE M. BLANCHARD, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated January 23, 2001.

Wayne M. Blanchard

The foregoing instrument was acknowledged before me this 23rd day of January, 2001, by Wayne M. Blanchard, agent on behalf of MONEY PROFESSIONALS GROUP, L. L. C., a limited liability company. He is personally known to me or has produced ________ *[type of identification]* as identification.

Melissa Jevitt
Notary public - State of Florida
Printed Name: Melissa Jevitt
My commission Expires:
My commission number is:

01 FEB -1 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

STATE OF FLORIDA NOTARY PUBLIC
MELISSA JEVITT
My Comm Exp. 7/31/2001
No. CC 668294
[ ] Personally Known [ ] Other I.D.