

L04000000785

Florida Department of State
Division of Corporations
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* RESUBMIT *

To:
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Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Franklin Capital Group LLC -

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 5, 2004

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: FRANKLIN CAPITAL GROUP LLC
REF: W04000000300

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please re send document the first page of the articles of organization was missing.,

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Tammi Cline
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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Franklin Capital Group LLC

EFFECTIVE DATE
1-20-04

Article II. Address

The Company's street and mailing address is:
Franklin Capital Group LLC
420 N.E. 19th Street
Ft. Lauderdale FL 33316 U.S.A.

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other 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 of similar item to which the assignor was entitled, to the extent assigned.

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Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

DAVID HOLD
420 N.E. 19th Street Ft. Lauderdale FL 33316
DAVID FROHMAN
420 N.E. 19th Street Ft. Lauderdale FL 33316
JOHN SCAFIDI
420 N.E. 19th Street Ft. Lauderdale FL 33316
KARIN MORRELL
420 N.E. 19th Street Ft. Lauderdale FL 33316

Article VI. Company Existence

The Company's existence shall begin effective as of January 5, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on January 5, 2004.


CORPORATE CREATIONS INTERNATIONAL INC.
Taide Baez Vice President

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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TALLAHASSEE, FL 09104

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

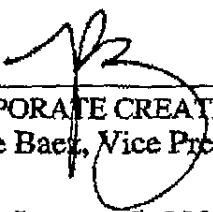
Franklin Capital Group LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
UNITED STATES

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CLERK OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. 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.


CORPORATE CREATIONS NETWORK INC.
Taide Bach, Vice President

Date: January 5, 2004

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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