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Fax Number : (850)205-0383

From:
Account Name : MORGAN LEWIS & BOCKIUS LLP
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Phone : (305)415-3000
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LIMITED LIABILITY COMPANY

United Capital Asset Management LLC

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**ARTICLES OF ORGANIZATION
OF
UNITED CAPITAL ASSET MANAGEMENT LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company is United Capital Asset Management LLC (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is

240 Crandon Boulevard
Suite 167
Key Biscayne, Florida 33149

**ARTICLE III
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida are:

David S. Gorton
240 Crandon Boulevard
Suite 167
Key Biscayne, Florida 33149


A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization
this 20 day of April 2005.

UNITED CAPITAL MARKETS HOLDINGS, INC.

By:
Name:
Title:



D. John Devaney
CEO

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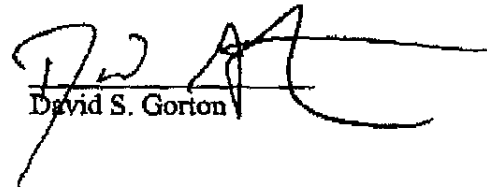
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of United Capital Asset Management LLC and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: April 18, 2005.

Registered Agent


David S. Gorton

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