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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Retail Capital Partners, LLC

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**ARTICLES OF ORGANIZATION
OF
RETAIL CAPITAL PARTNERS, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is RETAIL CAPITAL PARTNERS, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business.

The mailing address for the Company is Wexford Business Suites, 27911 Crown Lake Boulevard, Suite 249, Bonita Springs, Florida, 34135 and the street address of the place of business for the Company is located at Wexford Business Suites, 27911 Crown Lake Boulevard, Suite 249, Bonita Springs, Florida, 34135. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent.

The initial registered agent in Florida for the Company is L&L PARA, LTD. CO., and the initial registered office is located at the Business & Law Building, 27911 Crown Lake Boulevard, Suite 209, Bonita Springs, Florida, 34135

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

ARTICLES OF ORGANIZATION
OF
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7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its manager.

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

IN WITNESS WHEREOF, I, Monica V. Lyons, have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 11 day of December, 2007.

Monica V. Lyons

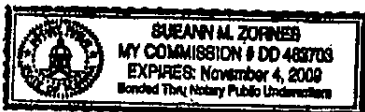
Monica V. Lyons
Signature of Authorized Representative

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on December 11th, 2007, by Monica V. Lyons, who is personally known to me or () produced as identification.

Sueann M. Zornes

Notary Public — State of Florida



ARTICLES OF ORGANIZATION
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RETAIL CAPITAL PARTNERS, LLC

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STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

L&L PARA, LTD. CO., a
Florida limited liability company

By: *Kevin M. Lyons*
Kevin M. Lyons
Its: Manager

Date: 12-11-07

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