

Division of Corporations

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SUNRISE CAPITAL MANAGEMENT, L.L.C.

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**ARTICLES OF ORGANIZATION  
OF  
SUNRISE CAPITAL MANAGEMENT, L.L.C.**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is:

SUNRISE CAPITAL MANAGEMENT, L.L.C. (the "Company").

**ARTICLE II  
ADDRESS**

The principal office address of the Company is:

1401 Brickell Avenue, Suite 440  
Miami, Fl. 33131

The mailing address of the Company is:

1401 Brickell Avenue, Suite 440  
Miami, Fl. 33131

**ARTICLE VIII  
REGISTERED AGENT AND OFFICE**

The name and the Florida street address of the registered agent are:

Sunrise Capital Partners, L.L.C.  
1401 Brickell Avenue, Suite 440  
Miami, Fl. 33131

**ARTICLE III  
OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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**ARTICLE IV  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

The name and address of the initial Manager is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Sunrise Capital Partners, L.L.C. 1401 Brickell Avenue, Suite 440 Miami, Fl. 33131

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**ARTICLE V  
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.


**ARTICLE VI  
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VII  
ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

**IN WITNESS WHEREOF**, the undersigned hereby executes these Articles of Organization as of the 2nd day of June, 2008.

  
 \_\_\_\_\_  
 Marian Ancheta  
 Duly Authorized Representative of a Member


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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for **Sunrise Capital Management, L.L.C.** to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 2nd day of June, 2008.

SUNRISE CAPITAL PARTNERS, L.L.C.

By:   
Print Name: Gavin Bealman  
Title: Legal Rep.

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