

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000034982
FILED 8:00 AM
April 10, 2009
Sec. Of State
Isellers

Article I

The name of the Limited Liability Company is:
MERCHANT CAPITAL PORTFOLIOS LLC

Article II

The street address of the principal office of the Limited Liability Company is:
3363 NE 163 ST
SUITE 705
NORTH MIAMI BEACH, FL. 33160

The mailing address of the Limited Liability Company is:
3363 NE 163 ST
SUITE 705
NORTH MIAMI BEACH, FL. 33160

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
STAR CAPITAL MANAGEMENT LLC
3363 NE 163 ST
SUITE 705
NORTH MIAMI BEACH, FL. 33160

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

Registered Agent Signature: OLEG FIRER

Article V

The name and address of managing members/managers are:

Title: MGR
STAR CAPITAL MANAGEMENT, LLC
3363 NE 163 ST, SUITE 705
NORTH MIAMI BEACH, FL. 33160

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Article VI

The effective date for this Limited Liability Company shall be:

04/05/2009

Signature of member or an authorized representative of a member

Signature: OLEG FIRER