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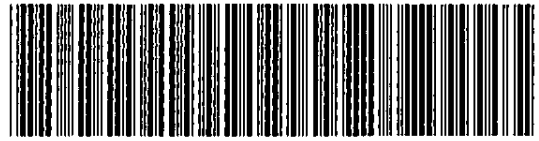
(Business Entity Name)

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T. CLINE

SEP 29 2009

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: MERCHANT CAPITAL PARTNERS, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Peter L. Desiderio, Esq.
Name of Person

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
Firm/Company

200 East Las Olas Blvd., Suite 2100
Address

Fort Lauderdale, Florida 33301
City/State and Zip Code

pdesiderio@stearnsweaver.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peter L. Desiderio, Esq. at (954) 462-9540
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF ORGANIZATION

OF

MERCHANT CAPITAL PARTNERS, LLC

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

ARTICLE I
NAME

The name of the Limited Liability Company is MERCHANT CAPITAL PARTNERS, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 329 SW 14th Street, Pompano Beach, Florida 33060.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

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

Name


Address

Peter L. Desiderio, Esq.

Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
200 East Las Olas Blvd., Suite 2100
Ft. Lauderdale, Florida 33301

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IN WITNESS WHEREOF, the undersigned authorized representative of the member has made and subscribed these Articles of Organization this 24th day of September, 2009.

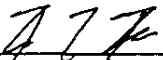


Brian Smith
Authorized Representative of Member

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Merchant Capital Partners, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: September 24, 2009

By: 

Peter L. Desiderio

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