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TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
OCT 18 2013

# GAGEL LAW FIRM

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2030 S. Douglas Rd., Suite 109, Coral Gables, Fl. 33134  
Tel: (305) 444-7775 Fax: (305) 444-1162  
E-mail: [jgagel@jgagel.com](mailto:jgagel@jgagel.com)

October 9, 2013

Registration Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Fortman Cline Capital Markets Americas, LLC.**

The enclosed Articles of Organization and fee are submitted for filing. Please direct all correspondence and all other communications concerning this matter to the undersigned.

E-mail address: [jgagel@jgagel.com](mailto:jgagel@jgagel.com) (for future annual report notification)

Enclosed is a check for: \$125.00 Filing Fee

For your convenience, please note that the enclosed Articles of Organization contain the following names and addresses of the company's managing members and managers:

<u>Name</u>	<u>Address</u>
1. Rodolfo Antonio Eyl Cueva	801 Brickell Avenue, Suite 900, Miami, FL 33131

**Title: MGR**

Sincerely,

  
James Gagel, Esq.

**Articles of Organization  
of  
Fortman Cline Capital Markets Americas, LLC**

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The undersigned, acting as Organizer and Authorized Representative of a limited liability company under the Florida Limited Liability Company Act, adopts the following articles of organization for such limited liability company:

**Article I. Name**

The name of the Limited Liability Company is Fortman Cline Capital Markets Americas, LLC.

**Article II. Duration**

The period of the company's duration is perpetual.

**Article III. Purposes**

- 3.01. The Limited Liability Company has the powers provided for under all applicable Florida corporate laws
- 3.02. The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida.
- 3.03. The company may, in its Operating Agreement, confer powers, not in conflict with law, on its managers, members, and managing members in addition to the foregoing and in addition to the powers and authorities expressly conferred on them by statute.

**Article IV. Mailing Address and Principal Place of Business**

The mailing address and the company's principal place of business in this state is:  
801 Brickell Avenue, Suite 900, Miami, FL 33131.

**Article V. Name and Address of Initial Registered Agent and Registered Office**

- 5.01. The company's initial Registered Agent is: James Gagel, Esq.
- 5.02. The address of the company's initial Registered Office is:  
2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134.

**Article VI. Managing Members, Members, Capital, and Additional Members**

6.01. The names and addresses of the company's Managing Members are:

<u>Name</u>	<u>Address</u>
<b>Bremen Capital Group, Inc.</b>	801 Brickell Avenue, Suite 900, Miami, FL 33131.
<b>Fortman Cline Capital Markets Ltd.</b>	7/F Liberty Center Building 104 H.V. de la Costa Street Salcedo Village, Makati City 1227 Philippines

6.02. Additional members shall be admitted upon the written consent of 100% of all the Members.

**Article VII. Voting**

7.01. Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote.

7.02. Cumulative voting is not allowed.

7.03. There are no preemptive rights on behalf of any Member.

**Article VIII. Management**

8.01. The company shall be managed by its Members.

8.02. In addition to the Managing Members, the names and addresses of the persons who are to serve as Managers until the first annual meeting of the company's Members or until successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
<b>1. Rodolfo Antonio Eyl Cueva</b>	801 Brickell Avenue, Suite 900, Miami, FL 33131

**Title: MGR**

**Article IX. Authorized Representative of Member / Organizer**

The name and address of the Authorized Representative of the Members and the Organizer is:

<u>Name</u>	<u>Address</u>
James Gagel, Esq.	2030 S. Douglas Rd., Suite 109, Coral Gables, FL 33134

**Article X. Operating Agreement**

- 10.01. The Members shall adopt the Operating Agreement.
- 10.02. The powers to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement is vested in the Members.

**Article XI. Majority Voting**

With respect to any matter, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

**Article XII. Indemnification**

- 12.01. The company shall indemnify every Member, and Managing Member, and his or her, executors and administrators, against expenses actually and reasonably incurred, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the Member, Manager or Managing Member may be made a party by reason of having been a manager of this limited liability company.
- 12.02. This indemnification is being given because the Member, Manager or Managing Member will be requested by the company to act for and on behalf of the company and for the company's benefit.
- 12.03. This indemnification is not exclusive of other rights to which the Member, Manager or Managing Member may be entitled.

- 12.04. The Member, Manager or Managing Member are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.
- 12.05. A Member, Manager or Managing Member shall be liable to the company for the following actions:
- (a) Any breach of his or her duty of loyalty to the company, or to its members;
  - (b) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
  - (c) A transaction in which the manager benefits to the detriment of the company or its members;
  - (d) An action for which the manager is liable at law and for which an indemnification is not allowed.

### **Article XIII. Company Actions**

- 13.01. Any action required by the Florida Limited Liability Company Act, and any amendments to the Act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.
- 13.02. Any action which may be taken at any annual or special meeting of Members or Managers of the Limited Liability Company may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all the Managers, or the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.
- 13.03. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.
- 13.04. Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

**Article XIV. Restrictions on Transferability**

14.01. The membership interest of the Limited Liability Company will be subject to restrictions on its transferability as set out in the Operating Agreement of the Limited Liability Company, which will be kept with the records of the Limited Liability Company.

14.02. The Limited Liability Company shall provide a copy of the Operating Agreement without charge to any record holder of a membership interest upon written request addressed to the Limited Liability Company at its principal business office or its registered agent's address.

**Article XV. Continuity of Business**

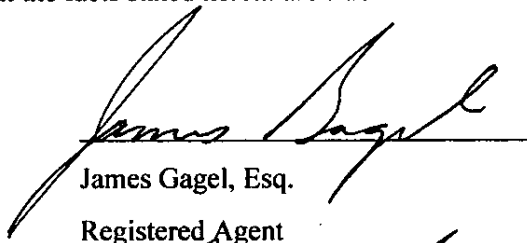
15.01. All of the remaining members of the company may agree to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or other withdrawal of a member.

IN WITNESS WHEREOF, I have hereunto set my hand on October 14, 2013.

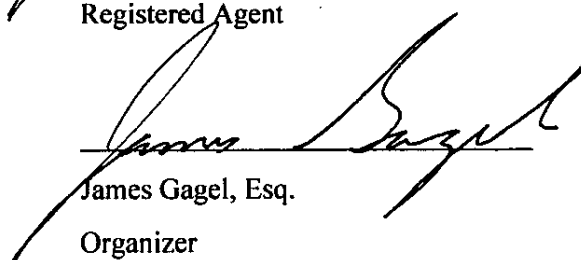
**Acceptance of Appointment as Registered Agent**

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 as provided for in Chapter 608, F.S.

The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true. F.S.608.408(3), F.S.817.155

  
James Gagel, Esq.  
Registered Agent

\_\_\_\_\_  
Date: October 14, 2013

  
James Gagel, Esq.  
Organizer

\_\_\_\_\_  
Date: October 14, 2013