

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-224-9171  
904-224-9191 FAX

800-342-8086

19600000252



ACCOUNT NO. : 00210000000332

REFERENCE : 069763 01686A

AUTHORIZATION : Patricia Pyatt

COST LIMIT : ~~175.00~~ 285.00

ORDER DATE : March 5, 1996

ORDER TIME : 10:40 AM

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ORDER NO. : 069763

CUSTOMER NO: 01686A

CUSTOMER: Mercedes Padin, Esq  
KEITH HACK LEWIS COHEN &  
LUMPKIN, P.A.  
20th Floor  
200 South Biscayne Boulevard  
Miami, FL 33131

EFFECTIVE DATE  
FEB 29 1996

RECEIVED  
96 MAR -5 PM 12:15  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: EQUITY CAPITAL FUND-II, L.C.,  
A LIMITED LIABILITY COMPANY

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GWEN BUTLER

EXAMINER'S INITIALS:

T. BROWN MAR - 6 1996

FILED  
96 MAR -5 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE  
FEB 29 1996**

**ARTICLES OF ORGANIZATION  
OF  
EQUITY CAPITAL FUND-II, L.C.,  
a limited liability company**

**FILED  
96 MAR -5 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Each undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a limited liability company under the laws of the State of Florida.

**ARTICLE I.**

The name of the limited liability company is Equity Capital Fund-II, L.C.

**ARTICLE II.**

1. This limited liability company is to exist until December 31, 2026.
2. The existence of this limited liability company shall commence on the date these Articles are executed.

**ARTICLE III.**

The name of the initial registered agent and the street address of the initial registered office are as follows:

**Registered Agent  
Address of Registered Office.**

**Key Corporate Services, Inc.**

**200 South Biscayne Boulevard, 20th  
Floor  
Miami, Florida 33131**

**ARTICLE IV.**

The Initial Operating Agreement shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the members of the limited liability company in the manner set forth in the Operating Agreement.

**ARTICLE V.**

The Operating Agreement of this limited liability company contains provisions regarding:

1. The rights of the members to admit additional members and the terms and conditions of the admissions;
2. The rights of the remaining members of this limited liability company to continue the business of this limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which terminates the continued membership of a member in this limited liability company.

**ARTICLE VI.**

The mailing address and the street address of the principal office of this limited liability company shall be as follows:

**Street Address**

9200 South Dadeland Boulevard  
Suite 609  
Miami, Florida 33156

**Mailing Address**

9200 South Dadeland Boulevard  
Suite 609  
Miami, Florida 33156

**ARTICLE VII.**

The business of this limited liability company is to be managed by the Members. The name and street address of the Managing Members are as follows:

Name	Street Address.
Equityline Financial Group, Inc.	9200 South Dadeland Boulevard Suite 609 Miami, Florida 33156
CAPITAL HOLDING LLC, a Connecticut Limited Liability Company d/b/a Capital Holding of Connecticut, L.C.	85 Buckingham Street Hartford, Connecticut 06106

IN WITNESS WHEREOF, each individual has hereunto executed these Articles of Organization this 29<sup>th</sup> day of February 1996, at Miami, Florida.

Equityline Financial Group, Inc.

By:   
Edgar Lewis, Authorized Representative

CAPITAL HOLDING LLC

By:   
Edgar Lewis, Authorized Representative

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
Equity Capital Fund-II, L.C.**

STATE OF FLORIDA        )  
                                  ) ss:  
COUNTY OF DADE        )

BEFORE ME, the undersigned, personally appeared ROBERT E. SPIELMAN who, upon being duly sworn, certified as follows:

1. Robert E. Spielman is the authorized representative for Equityline Financial Group, Inc., a Florida corporation (the "Corporation") and for Capital Holding LLC a Connecticut limited liability company d/b/a Capital Holding of Connecticut, L.C., each of which is a member of Equity Capital Fund-II, L.C.

2. Equity Capital Fund-II, L.C. is a limited liability company which has at least two (2) members;

3. The amount of cash to be contributed by all of the members is \$100.00;

4. A description and agreed upon value of property contributed by the members is as follows:

Description	Agreed Upon Value
None	None

5. No additional cash to be contributed by any of the members.

6. A description and agreed upon value of additional property to be contributed by the members is as follows:

Description	Agreed Upon Value
None	None

**FURTHER AFFIANT SAYETH NOT.**

**Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.**

**Equityline Financial Group, Inc.**

**Date: \_\_\_\_\_, 1996**

**By:  (SEAL)  
Robert E. Spielman, President**

STATE OF FLORIDA    )  
                                  ) ss:  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of MARCH, 1996, by Robert E. Spielman as representative of Equityline Financial Group, Inc. and Capital Holding LLC, a Connecticut limited liability company d/b/a Capital Holding of Connecticut, L.C. on behalf of the corporation and limited liability company. He is (check one)  personally known to me or  has produced a \_\_\_\_\_ as identification.

*Encarnacion Abascal*  
(Signature of Person Taking Acknowledgment)

ENCARNACION ABASCAL  
(Name of Acknowledger Typed, Printed or Stamped)  
\_\_\_\_\_  
(Title or Rank)  
\_\_\_\_\_  
(Serial Number, if any)

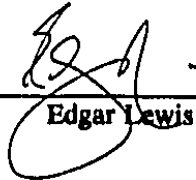


Notary Public, State of Florida

My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

KEY CORPORATE SERVICES, INC.

By:  \_\_\_\_\_ Date  
Edgar Lewis

FILED  
96 MAR -5 AM 7:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA