

# L98000001045



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ORDER DATE : July 1, 1998

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CUSTOMER NO: 4393049

CUSTOMER: Noah Klarish, Esq.  
NOAH KLARISH & ASSOCIATES, PC

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230 Park Avenue  
New York, NY 10169

100002580731--3

DOMESTIC FILING

NAME: FINANCIAL CAPITAL MANAGEMENT,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 6, 1998

CSC CORPORATION COMPANY

SUBJECT: FINANCIAL CAPITAL MANAGEMENT, L.L.C.  
Ref. Number: W98000015331

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for FINANCIAL CAPITAL MANAGEMENT, L.L.C.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 398A00036151

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98 JUL 14 PM 9:55  
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Financial Value Management, L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

433 Plaza Real  
Suite 365  
Boca Raton, FL 33432

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

Perpetual

**ARTICLE IV - Management:**

*(check and complete the appropriate statement)*

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

OPG Financial, Inc.  
433 Plaza Real  
Suite 365  
Boca Raton, FL 33432

Jewelcor Consulting, Inc.  
100 North Wilkes Barre  
4th Floor  
Wilkes Barre, PA 18702

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

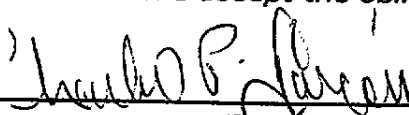
1. The name of the limited liability company is: Financial Value Management, L.L.C.

2. The name and address of the registered agent and office is:

Charles P. Garcia  
(Name)  
433 Plaza Real, Suite 365  
(P.O. Box or Mail Drop Box **NOT** acceptable)  
Boca Raton, FL 33432  
(City/State/Zip)

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*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.*

  
(Signature)

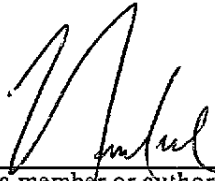
June 30, 1998  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Financial  
Value Management, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 10,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_ . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 10,000 . This total includes amounts from 2 and 3 above.



\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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