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CONTACT: Mary Lee Liggett
PHONE: (305)374-5600 FAX #: (305)374-5095

NAME: PINNACLE CAPITAL GROUP L.C.
AUDIT NUMBER.....H98000018495
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$337.50

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**ARTICLES OF ORGANIZATION
OF
PINNACLE CAPITAL GROUP L.C.
(a Florida Limited Liability Company)**

**ARTICLE I
NAME**

The name of the limited liability company is **PINNACLE CAPITAL GROUP L.C.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is:

1401 Brickell Avenue
Suite 1030
Miami, Florida 33131

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall be perpetual unless the Company is dissolved in accordance with the provisions of the Company's Regulations or these Articles of Organization. The Company's existence shall begin effective October 5, 1998

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by a manager and the name and address of such manager is:

Marc Alexander Cabrera
1401 Brickell Avenue
Suite 1030
Miami, Florida 33131

Prepared by:
Alan H. Aronson, Esq.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 043969

**ARTICLE V
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The remaining members of the limited liability company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

**ARTICLE VI
BUSINESS**

The limited liability company may engage in any lawful activity or transactions.

**ARTICLE VII
TRANSFERS**

Transfers of interests in the limited liability company and the admission of additional members are subject to the Regulations of the limited liability company.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the limited liability company's initial registered agent is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the limited liability company's initial registered agent at that office is American Information Services, Inc.

Under penalties of perjury, the undersigned affirms that the facts stated herein are true.



Marc Alexander Cabrera, Manager

Date: October 5, 1998

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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS**

The undersigned Manager, Marc Alexander Cabrera, of Pinnacle Capital Group L.C.,
deposes and says:

1. Pinnacle Capital Group L.C. has at least one member.
2. The total amount of cash contributed by the members is \$100.
3. The agreed value of property other than cash contributed by members is \$0.
4. The amount of cash or property anticipated to be contributed by the members is \$100,000 or less.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Marc Alexander Cabrera, Manager

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **PINNACLE CAPITAL GROUP L.C.**, a Florida limited liability company (the "Company"), in the Company's articles of organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 5th day of October, 1998.

AMERICAN INFORMATION SERVICES, INC.

By: *Am Calabrese*
Angelica M. Calabrese, Vice President

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