

Division of Corporations

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## Florida Department of State

Division of Corporations

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## From:

Account Name : BILZIN, SUMBERG DUNN PRICE &amp; AXELROD LLP

Account Number : 075350000132

Phone : (305) 374-7580

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TALLAHASSEE, FLORIDA

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## LIMITED LIABILITY COMPANY

## MADISON CAPITAL GROUP, LLC

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ARTICLES OF ORGANIZATION  
OF  
MADISON CAPITAL GROUP, LLC,  
a Florida limited liability company

1. The name of the limited liability company is MADISON CAPITAL GROUP, LLC.
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall be perpetual.
3. The mailing address and the street address of the principal office of the limited liability company is:  

115 N.W. 167 Street  
#300  
North Miami Beach, Florida 33169.
4. The name and street address of the initial registered agent of the limited liability company are:  

Timothy E. Martorella  
115 N.W. 167 Street  
#300  
North Miami Beach, Florida 33169.
5. Upon the unanimous consent of the existing members of the limited liability company, the members may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
6. Upon 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, the remaining members may continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
7. The management of the limited liability company is reserved to its managing members. The names and addresses of the initial managing members of the limited liability company are:

Timothy E. Martorella  
115 N.W. 167 Street  
#300  
North Miami Beach, Florida 33169

Saby Behar  
115 N.W. 167 Street  
#300  
North Miami Beach, Florida 33169

*This instrument prepared by:*  
Lisette Benitez, Esquire  
Florida Bar No. 0987784  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2338  
Telephone: (305) 374-7580

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Bruce Jarvis  
115 N.W. 167 Street  
#300  
North Miami Beach, Florida 33169

Granvil Tracy  
115 N.W. 167 Street  
#300  
North Miami Beach, Florida 33169

Dated: as of February 16, 1999.

By   
Timothy E. Martorella, Managing  
Member

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ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of February 16, 1999.



Timothy E. Martorella,  
Registered Agent

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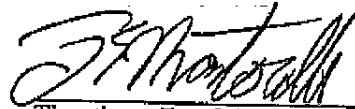
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AFFIDAVIT

The undersigned, Timothy E. Martorella ("Affiant"), a member of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, being first duly sworn on oath, hereby deposes and says as follows:

1. The limited liability company has at least one member.
2. The agreed value of property contributed or anticipated to be contributed to the limited liability company by its members, which shall consist of cash, is \$1,000.00. It is not anticipated that any real property contributions will be made to the limited liability company by its members.
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

Dated: as of February 16, 1999.



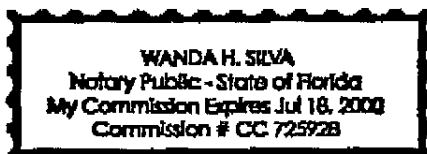
Timothy E. Martorella, Managing Member


STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) ss:

The foregoing instrument was sworn to and subscribed before me this 16 day of February 1999, by Timothy E. Martorella; such individual is personally known to me or has produced \_\_\_\_\_ as identification.

My Commission Expires:

[NOTARIAL SEAL]



  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Wanda Silva  
Serial No., if any: \_\_\_\_\_

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