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LIMITED LIABILITY COMPANY

VERUS CAPITAL PARTNERS LLC

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Certificate of Status	0
Certified Copy	1
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MIAMI COUNTY FLORIDA

**ARTICLES OF ORGANIZATION
OF
VERUS CAPITAL PARTNERS LLC**

These Articles of Organization of Verus Capital Partners LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

**ARTICLE I
NAME**

The name of the limited liability company formed hereby is Verus Capital Partners LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is One Southeast Third Avenue, Tenth Floor, Miami, Florida 33131.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its manager as set forth in its Operating Agreement and is therefore a manager-managed company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 18th day of July, 2002.

Steel Hector & Davis LLP,
Authorized Representative of the Member

By: *Debra Palmisano*
Debra Palmisano, Legal Assistant

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

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- (1) The name of the limited liability company is Verus Capital Partners LLC.
- (2) The name of the Florida street address of the registered agent and office are:

Peninsula Registered Agents, Inc.
200 S. Biscayne Boulevard
43rd Floor
Miami, Florida 33131

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 the 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 in Chapter 608, F.S.

PENINSULA REGISTERED AGENTS, INC.

By: *Debra Palmisano*
Debra Palmisano, Vice President

Date: July 18, 2002

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