

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000077161
FILED 8:00 AM
July 26, 2007
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:
SMALL CAP MEZZ FUND, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
111 2ND AVENUE N.E.
SUITE 336
SAINT PETERSBURG, FL. US 33701

The mailing address of the Limited Liability Company is:
PO BOX 55815
SAINT PETERSBURG, FL. US 33732

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
ROBERT J ANDRINGA
4488 STAR STREET NORTH
SAINT PETERSBURG, FL. FL

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.

Registered Agent Signature: ROBERT J. ANDRINGA, ESQ.

Article V

The name and address of managing members/managers are:

Title: MGRM
MICHEL K MIKKOLA TRUSTEE
111 2ND AVENUE NE, SUITE 336
SAINT PETERSBURG, FL. 33701 US

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Article VI

The effective date for this Limited Liability Company shall be:

07/26/2007

Signature of member or an authorized representative of a member

Signature: ROBERT J. ANDRINGA, ESQ.