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Florida Department of State  
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Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : GREENBERG TRAUIG (WEST PALM BEACH)  
Account Number : 075201001473  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Private Capital Holdings, LLC**

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EXAMINER

ARTICLES OF ORGANIZATION  
OF  
PRIVATE CAPITAL HOLDINGS, LLC

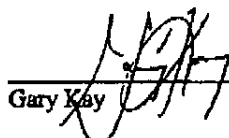
ARTICLE I. Name: The name of the Limited Liability Company is PRIVATE CAPITAL HOLDINGS, LLC (the "Company").

ARTICLE II. Address: The mailing address of the principal office of the Company is 7700 West Camino Real, Suite 400, Boca Raton, FL 33433. The street address of the principal office of the Company is 7700 West Camino Real, Suite 400, Boca Raton, FL 33433.

ARTICLE III. Registered Agent, Registered Office & Registered Agent's Signature: The name and the Florida street address of the Company's registered agent are:

Gary Kay  
7700 West Camino Real  
Suite 400  
Boca Raton, FL 33433

*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 as provided in Chapter 608, Florida Statutes.*

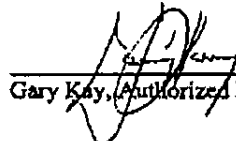
  
\_\_\_\_\_  
Gary Kay

ARTICLE IV. Management: The Company is to be managed by one or more members and is, therefore, a member-managed company. The names and addresses of the initial members are:

Gary Rubin  
17205 Courtland Lane  
Boca Raton, FL 33496

Gary Kay  
7700 West Camino Real  
Suite 400  
Boca Raton, FL 33433

4th IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of November, 2009.

  
\_\_\_\_\_  
Gary Kay, Authorized Person

(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.)