

L11000047014

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



LAW OFFICES OF
German Morales, Esq.

GERMAN MORALES, ESQ.*

Partner

*also admitted to practice law in Colombia

www.lawgmorales.com

December 6, 2012

Messrs,
Registration Section - Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Organization for ACF Factoring II, LLC; Document Number:
L11000047014

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DEPT OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam;

The enclosed Amended and Restated Articles of Organization and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

German Morales, Esq.
Law Office of German Morales, P.A.
2813 Executive Park Drive
Weston, Florida 33326

Please find enclosed a check for the amount of \$ 25.00 drawn to the Florida Department of State in order to cover the filing fee.

Sincerely,

By: 
German Morales, Esq.
For the firm

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

ACF FACTORING II, LLC

The Undersigned Member and sole Manager of ACF Factoring II, LLC, a Florida Limited Liability Company, incorporated under the laws of the State of Florida, on April 20, 2011, through Document Number L11000047014, have heretofore Amended and Restated the Company's Articles of Organization as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is **ACF FACTORING II, LLC**, (hereinafter, "Company")

ARTICLE II

The street address of the principal office of the Limited Liability Company is:

2200 North Commerce Parkway
Suite 110
Weston, FL. US 33326

The mailing address of the Limited Liability Company is:

2200 North Commerce Parkway
Suite 110
Weston, FL US 33326

ARTICLE III

The purpose for which the Limited Liability Company is organized is:

To engage in financing of Accounts Receivable which are properly insured through a reputable credit insurance company from arm's length companies which receivables shall not be more than 90 days old (hereinafter the "Corporate Purpose"). The Corporation shall also be authorized to transact any other ancillary business as may be reasonably necessary to carry out such Corporate Purpose, including but not limited to workouts, restructuring of factoring transactions, turnarounds, etc.

Transitory Purpose: The Corporation shall be entitled to carry on any and all lawful business as the Corporation seems reasonably necessary, from the effective date hereof and during a term not to exceed twenty-four (24) months, in order to convert all of its asset backed portfolio into a traditional factoring portfolio. At the expiration of such term, and without further notice, any act or omission from the Corporation which falls outside the Corporate Purpose shall be null and void.

ARTICLE IV

The name and Florida Street address of the registered agent is:

AMERICAN CAPITAL ASSETS MANAGEMENT CORP.
2200 N. COMMERCE PARKWAY
SUITE 110

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TALLAHASSEE, FLORIDA



WESTON, FL 3326

ARTICLE V

The Limited Liability Company will be a Member-Managed Company. The name and address of the sole Managing Member is:

Title: MGRM
AMERICAN CAPITAL FINANCIAL TRADING, CORP.
2200 NORTH COMMERCE PARKWAY, SUITE 110
WESTON, FL 33326

The powers of the Manager-Member will be limited pursuant to the restrictions and limitations set forth within the Manager-Member's Articles of Incorporation and Bylaws.

ARTICLE VI

The effective date for this Limited Liability Company shall be:

04/20/11

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Organization for ACF Factoring II, LLC under the laws of the State of Florida, this 11-2, 2012.

By: 
American Capital Financial Trading Corp.
Juan Carlos Zurita
President

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

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.

AMERICAN CAPITAL ASSETS MANAGEMENT, CORP.

By: _____

Juan Carlos Zurita

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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