

Division of Corporations

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L11000012541

Florida Department of State
Division of Corporations
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December 28, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MARKETGRADER CAPITAL, LLC
156 ALMERIA AVENUE
SUITE 201
CORAL GABLES, FL 33134

SUBJECT: MARKETGRADER CAPITAL, LLC
REF: L11000012541

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

The Articles of Organization for Marketgrader Capital, LLC were filed on January 28, 2011 and assigned Florida Document No. L11000012541. Such Articles of Organization are amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

MARKETGRADER CAPITAL, LLC

**ARTICLE II
ADDRESS**

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

Mailing Address:
156 Almeria Avenue, Suite 201
Coral Gables, Florida 33134

Principal Office Address:
156 Almeria Avenue, Suite 201
Coral Gables, Florida 33134

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

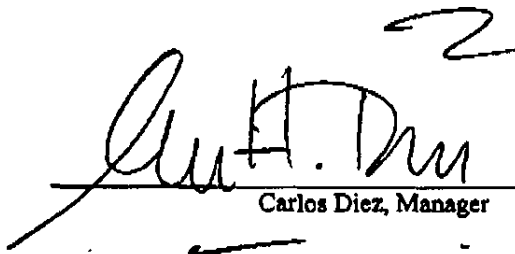
The name and street address of the registered agent is:

Keith H. Stolzenberg, Esq.
Stolzenberg Gelles Flynn & Arango, LLP
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

**ARTICLE IV
MANAGEMENT**

The Company is managed by managers. The number, powers and authority of the managers is subject to, and limited by, the operating agreement of the Company. The initial Manager of the Company is:

Carlos H. Diez
156 Almeria Avenue, Suite 201
Coral Gables, Florida 33134


Carlos Diez, Manager

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

MARKETGRADER CAPITAL, LLC

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

MARKETGRADER CAPITAL, LLC

2. The name and address of the registered agent and office is:

**Keith H. Stolzenberg, Esq.
Stolzenberg Gelles Flynn & Arango, LLP
1401 Brickell Avenue, Suite 825
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 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.


Keith H. Stolzenberg, Esq.

Date: November 28, 2012

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