

Fax Audit No: H99000033581 2

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I. NAME

The name of the Limited Liability Company is:

McHann Equity Fund, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is : 2704 Rew Circle, Suite 105, Ocoee, Florida 34761.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be : Twenty (20) Years.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2704 Rew Circle, Suite 105, Ocoee, Florida 34761 and the name of the initial registered agent of the corporation at that address is E. Nicholas Davis, III

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ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the initial managing member is :

McHann Equity Management, LLC.
2704 Rew Circle
Suite 105
Ocoee, Florida 34761

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Fax Audit Number: H99000033581 2
Prepared by: E. Nicholas Davis III
CloverLeaf Capital Advisors, LLC
2704 Rew Circle
Suite 105
Ocoee, FL 34761
(407) 905-9699 Phone
(407) 905-9695 Fax

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The undersigned authorized representative of a member of McHann EquityFund, LLC,
hereby executes these articles of organization on the 29th day of December, 1999.

McHann Equity Management, LLC

By: 

E. Nicholas Davis, III
Managing Member

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF ORGANIZATION**

E. Nicholas Davis, III, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

By: 

E. Nicholas Davis, III

Dated: December 29th, 1999

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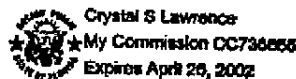
STATE OF FLORIDA)
)
COUNTY OF ORANGE)

On this 29th day of December, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the initial Managing Member of McHann Equity Management, LLC the organisor of McHann Equity Fund, LLC and that he executed as said organisor and as registered agent the foregoing Articles of Organization of said Company as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.


NOTARY PUBLIC

Notary Public Commission expires:
[Notarial Seal]



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NOTARY OF STATE
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