### · CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Financial Gateway to Asia, CLC

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### FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 14, 2000

CAPITAL CONNECTION

SUBJECT: FINANCIAL GATEWAY TO ASIA, LLC

Ref. Number: W00000009942

We have received your document for FINANCIAL GATEWAY TO ASIA, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline Document Specialist

Letter Number: 200A00020624

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## ARTICLES OF ORGANIZATION OF FINANCIAL GATEWAY TO ASIA, LLC

#### A LIMITED LIABILITY COMPANY

- 1. Name. The name of the limited liability company is FINANCIAL GATEWAY TO ASIA, LLC.
- 2. <u>Purpose.</u> The purpose of this limited liability company (hereinafter "LLC") may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
- 3. Address of Principal Office. The address of the principal office of the LLC is 1900 GLADES ROAD, SUITE 441, BOCA RATON, FL 33431.
- 4. <u>Term.</u> Term of the LLC shall be perpetual.
- 5. <u>Members at Time of Formation.</u> There will be at least one member at the time the LLC is formed.
- 6. **Period of Duration.** The period of duration shall be perpetual.
- 7. <u>Management.</u> Management of the LLC at the time of formation shall be by the initial manager whose name and address is as follows:

### JAMES DIGEORGIA 1900 GLADES ROAD, SUITE 441 BOCA RATON, FL 33431

8. Additional Members. The names of additional member are as follows:

DANIEL ROSENTHAL

DAVID NICHOLS

ELLEN YOUNG

GACSCONADE GLOBAL, LTD., A HONG KONG CORPORATION

Barbieri & Screnci, P.A. Attorneys at Law 3200 N. Military Trail Suite 200 Boca Raton, FL 33431 (561) 997-5700

- 9.
- Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.
- Members Right to Continue Business. The remaining members of the limited liability 10. company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the LLC as further set forth in the Operating Agreement of the LLC.

MES DIGEORGIA

Managing Member

Dated: APRIL 14, 2000

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND

REGISTERED OFFICE

Pursuant to the provisions of §608.415 or §608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

- 1. Name. The name of the limited liability company is FINANCIAL GATEWAY TO ASIA, LLC.
- 2. Registered Office. The address of the registered office of the limited liability company is 3200 NORTH MILITARY TRAIL, SUITE 200, BOCA RATON, FL 33431.
- 3. Registered Agent. STEPHEN W. SCRENCI, ESQ. is appointed, and by his signature below accepts appointment, to act as the Registered Agent of FINANCIAL GATEWAY TO ASIA, LLC.

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.

Dated: APRIL 14, 2000

STEPHEN W. SCRENCI,

Registered Agent

PR 17 AMIO:

Barbieri & Screnci, P.A Attorneys at Law 3200 N. Military Trail Suite 200 Boca Raton, FL 33431 15611 997-5700