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Holland & Knight LLP

Requester's Name

315 S. Calhoun St., suite 600

Address

Tallahassee, FL. 32301 425-5675

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

MJH

1. UIP Advisors, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 19 AM 10:38

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NEW FILINGS

☐ Profit

☐ Not for Profit

☒ Limited Liability

☐ Domestication

☐ Other

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 19 PM 2:34

UIP ADVISORS, LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is UIP ADVISORS, LLC (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

555 N.E. 15th Street, Suite 213
Miami, Florida 33132

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ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement or (ii) by the unanimous written agreement of all Members.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Lynn C. Washington the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. MANAGEMENT

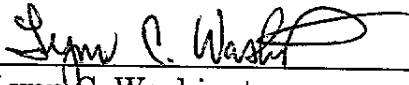
The business of the Company shall be conducted, carried on, and managed by a Manager or Managers, who shall be elected annually by the Members of the

Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Manager or Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company.

ARTICLE VIII. OPERATING AGREEMENT


The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 14th day of July, 2000.


Lynn C. Washington
Duly Authorized Representative of a
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for UIP Advisors, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.


Lynn C. Washington
Dated: July 14, 2000