

LO1000003631

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

MJH

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000025294 9))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : ATLAS PEARLMAN, P.A.
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR -9 AM 9:34

RECEIVED

LIMITED LIABILITY COMPANY

BANYAN CAPITAL MARKETS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR -9 PM 12:42

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

**ARTICLES OF ORGANIZATION
OF
BANYAN CAPITAL MARKETS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company is Banyan Capital Markets, LLC (the "Company").

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 12403 Rockledge Circle, Boca Raton, FL 33428.

**ARTICLE III
DURATION**

The period of duration for the Company will be perpetual.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Barry Goldberg, and his address is 12403 Rockledge Circle, Boca Raton, FL 33428.

**ARTICLE V
MANAGEMENT**

The Company will be manager-managed. The Company will be managed initially by the following persons who will serve as managers until the first annual meeting of the members or until their successors are elected and qualified: Barry Goldberg, with his address at 12403 Rockledge Circle, Boca Raton, FL 33428, and Andrew Badolato, with his address at 7820 S. Holiday Drive, Suite 320, Sarasota, Florida 34231. The Company will at all times be managed by at least one manager who will be elected annually as provided in the operating agreement of the Company.

ADAM J. REISS, ESQ. FLA BAR #0182702
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

01 MAR - 9 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional members of the Company may be admitted with the unanimous consent of the members, or as otherwise provided in the operating agreement of the Company from time to time.

**ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company in the manner provided in the operating agreement of the Company.

**ARTICLE VIII
OPERATING AGREEMENT**

The members may adopt, alter, amend, or repeal the operating agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

**ARTICLE IX
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company will commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on this 6th day of March, 2001.

Authorized Representative of the Members:

(In accordance with Section 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.)



Barry Goldberg

H01000025294 9

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

PURSUANT TO THE PROVISIONS OF SECTION 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. The name of the limited liability company is

BANYAN CAPITAL MARKETS, LLC

2. The name and the Florida address of the registered agent are:

Barry Goldberg
12403 Rockledge Circle
Boca Raton, FL 33428

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.



Barry Goldberg

H01000025294 9

7334.00100 310338.1

3