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**LIMITED LIABILITY COMPANY**

**PHOENIX CAPITAL PARTNERS, L.L.C.**

Certificate of Status	0
Certified Copy	1
Page Count	06
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ARTICLES OF ORGANIZATION

OF

PHOENIX CAPITAL PARTNERS, L.L.C.

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under Chapter 608 of the Florida Statutes, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for Profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business for such Limited Liability Company.

ARTICLE I

The name of the Limited Liability Company shall be:

PHOENIX CAPITAL PARTNERS, L.L.C.

The principal place of business of the Company shall be 8433 West Okeechobee Road, Hialeah Gardens, FL 33016 but the Company shall have the power and authority to establish branch offices at such place or places as may be designated by the Members.

ARTICLE II

DURATION

This Limited Liability Company shall exist for a term of thirty years from the date of the execution of these Articles of Organization or until dissolved in a manner provided by law, or as provided in the regulations adopted by the Members.

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THIS INSTRUMENT PREPARED BY:  
WAYNE J. KELLMAN, ESQUIRE  
150 South Pine Island Road,  
Ste. 500  
Plantation, FL 33224  
Phone: (954) 577-9177  
Fax: (954) 577-8883

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### ARTICLE III

#### PURPOSES AND POWERS

The general nature of the business to be transacted, and which this Limited Liability Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of Limited Liability Companies, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes and the laws of the State of Florida.

2. To purchase or otherwise acquire the real property.

3. To purchase, sell, mortgage, encumber and lease the real property and personal property owned by the Company.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop all or any of the business, goodwill, rights, assets and liabilities, of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles and to hold, utilize and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, and to perform and carry out, assign, cancel or rescind any of such contracts.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed in the aid of the powers of this Limited Liability Company, and the powers and purposes stated herein shall, in no way limit or restrict the powers granted under the laws of the State of Florida.

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**ARTICLE IV**  
**MAILING ADDRESS AND**  
**PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal office of this Limited Liability Company shall be located at 150 South Pine Island Road, Suite 500, Plantation, FL 33324.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**


The address of the initial registered office of the Limited Liability Company is 150 South Pine Island Road, Suite 500, Plantation, FL 33324, and the name of the Initial Registered Agent is MAYNARD J. HELLMAN, ESQUIRE.

**ARTICLE VI**

The Limited Liability Company shall be a manager managed company.

The undersigned, being a Member of this Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of PHOENIX CAPITAL PARTNERS, L.L.C.

Executed by the undersigned at Plantation, Broward County, Florida, this 11 day of April, 2001.

  
PEGGY PRESS

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF BROWARD                )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared PEGGY PRESS, to me known to be the person described in and who executed the foregoing Articles of Organization, and acknowledged before me that he executed the same, and who produced a driver's license for identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this  
11 day of April, 2001.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:



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**CERTIFICATE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
 PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
 \_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
 IS SUBMITTED:

THAT PHOENIX CAPITAL PARTNERS, L.L.C., IS DESIRING TO ORGANIZE OR  
 QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
 PLACE OF BUSINESS AT 150 SOUTH PINE ISLAND ROAD, SUITE 500, IN THE CITY  
 OF PLANTATION, STATE OF FLORIDA, HAS NAMED MAYNARD J. HELLMAN,  
 ESQUIRE, 150 SOUTH PINE ISLAND ROAD, SUITE 500, PLANTATION, FL 33324, AS  
 ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY: \_\_\_\_\_

*Maynard J. Hellman*

Having been named to accept services of process for the above stated corporation,  
 at the place designated in this certificate, I hereby agree to act in this capacity, and I  
 further agree to comply with the provisions of all statutes relative to the proper and  
 complete performance of my duties.

Signature: \_\_\_\_\_

*Maynard J. Hellman*  
 MAYNARD J. HELLMAN  
 (Registered Agent)

Date: \_\_\_\_\_

*April 11, 2001*

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