Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Date: September 5, 2001

LLC Filings Office:

I enclose an original and 1 copy of the proposed Articles of Organization of Satellite Members Fund, LLC, a proposed domestic limited liability company.

Please file the Articles of Organization and return a certificate of formation, file-stamped copy of the original document or other receipt, acknowledgment or proof of filing to me at the address shown below my signature.

Payment for the required fees is enclosed.

Sincerely,

Signed:

Scott McFarland 415 Pineda Ct., Melbourne, FL 32940 Telephone: 321-751-2800



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...A., Officer/Director

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Article I - Name:

The name of the Limited Liability Company is:

Satellite Members Fund, LLC

Article II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

415 Pineda Ct., Melbourne, FL 32940

Article III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Scott McFarland

Name

415 Pineda Ct., Melbourne, FL 32940

Florida street address (P.O. Box NOT Acceptable)

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 as provided for in Chapter 608, F.S..

Registered Agent's Signature

Article IV - Management: (Check box if applicable.)

[X] The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

(An additional article must/be/add/ed /f an effective date is requested)

Signature of a member of an authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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Albert Morgan

Typed or printed name of signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (OPTIONAL)

\$ 5.00 Certificate of Status (OPTIONAL)