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LIMITED LIABILITY COMPANY

Orca Capital Fund A, LLC

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Estimated Charge	\$125.00

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**ORCA CAPITAL FUND A, LLC****ARTICLES OF ORGANIZATION**

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under 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 Orca Capital Fund A, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the Company's principal office is:

500 East Broward Boulevard, Suite 1620  
Ft. Lauderdale, Florida 33394

**ARTICLE III - COMMENCEMENT OF EXISTENCE**

The Company will exist perpetually, commencing on September 17, 2001, unless the filing of these Articles of Organization occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

**ARTICLE IV - CONTINUATION OF LIMITED LIABILITY COMPANY**

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

**ARTICLE V - REGISTERED AGENT AND OFFICE**

The name and street address of the Company's initial registered agent for service of process in the state is:

Intrastate Registered Agent Corporation  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

Prepared by Ray Driver, Esq.  
Holland & Knight LLP (904) 353-2000  
50 North Laura Street, Suite 3900  
Jacksonville, FL 32202  
Florida Bar No.: 0044032

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ARTICLE VI - MANAGEMENT AND AUTHORITY

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19<sup>th</sup> day of September, 2001.

Orca Capital Fund A, LLC

By: Orca Funds, Inc., its Manager

By: Scott C. Roe  
Scott C. Roe, Chief Financial Officer

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, 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 (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: Donald W. Wallis  
Donald W. Wallis, Vice President

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