

csc

L020000005005

ACCOUNT NO. : 072100000032

REFERENCE : 421661 7326211

AUTHORIZATION : *Patricia Pigeot*

COST LIMIT : \$ 125.0

ORDER DATE : February 28, 2002

ORDER TIME : 4:49 PM

ORDER NO. : 421661-001

CUSTOMER NO: 7326211

CUSTOMER: Mr. Marcos R. Singer
Mr. Marcos R. Singer

21150 Point Place, Apt. #705

Aventura, FL 33180

DOMESTIC FILING

NAME: CAPITAL ADVISORS, LLC

EFFECTIVE DATE:

800005079648--3

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS: *BB/DP*

APPLICANT
AND
FILED
02 MAR 11 AM 9:36
DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

CAPITAL ADVISORS, LLC

ARTICLE II - Address:

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

21150 Pointe Place, Apt. #705, Aventura, Florida 33180

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

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

Corporation Service Company

Name

1201 Hays Street

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

Tallahassee FL 32301

City, State, and Zip

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.

Corporation Service Company

By: Deborah D. Skipper

Registered Agent's Signature

Deborah D. Skipper

Asst. V. Pres.

Article IV - Management (Check box if applicable.)

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 added if an effective date is requested)

Deborah D. Skipper

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

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

Deborah D. Skipper

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)

APPROVED
AND
FILED
02 MAR 11 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL ADVISORS, LLC
MANAGING MEMBERS

Marcos R. Singer
Managing Member

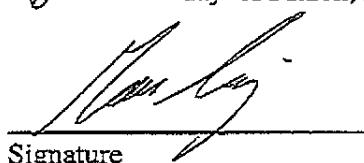
21150 Point Place
Apt. 705
Aventura, FL 33180

jkg

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of CAPITAL ADVISORS, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 6th day of March, 2002.

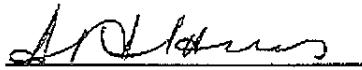


Signature

MARCOS R. SINGER

Print Name of Signer

WITNESS:

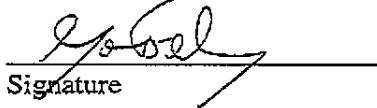


Signature

Ambar McInnes.

Print Name of Witness

WITNESS:



Signature

MARK FELDMAN

Print Name of Witness

APPROVED
AND
FILED

02 MAR 11 AM 9:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA