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October 25, 2001

**Via UPS Overnight Delivery**

Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**Re: Financial Consulting Group, LLC**  
**Our File No.: 02-016**

FILED  
02 MAR 12 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

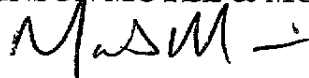
Enclosed herewith please find the original and one (1) copy of the Articles of Organization for filing on behalf of our client, Financial Consulting Group, LLC. In addition we have enclosed our Attorney Trust Account check in the amount of \$125.00 representing the requisite filing fee. Kindly return a certified copy of the Articles of Organization in the self-addressed, stamped envelope provided for this purpose.

If you have any questions or require additional information to process this filing, please do not hesitate to contact the undersigned.

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Very truly yours,

BENSON MOYLE & MUCCI, LLP



Mark S. Mucci  
For the Firm

MSM/fmc  
enclosures  
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**ARTICLES OF ORGANIZATION  
FOR  
FINANCIAL CONSULTING GROUP, LLC**

**A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

**ARTICLE I  
NAME**

The name of this Limited Liability Company is **FINANCIAL CONSULTING GROUP, LLC.**

**ARTICLE II  
DURATION/CONTINUATION**

The period of this Limited Liability Company's duration shall be perpetual, unless terminated by a majority written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

**ARTICLE III  
PURPOSE & POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act. Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Federal Law or the laws of the United States of America.

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ARTICLE III  
ADDRESS

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

One Financial Plaza, Suite 1600  
Ft. Lauderdale, Florida 33394

ARTICLE IV  
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for the company is as follows:

Mark S. Mucci, Esq.  
Benson, Moyle & Mucci  
One Financial Plaza, Suite 1600  
Fort Lauderdale, Florida 33394

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS:  
TERMS AND CONDITIONS OF SUCH ADMISSIONS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member.

ARTICLE VI  
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

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ARTICLE VII  
INITIAL MANAGER

The limited liability company shall be managed by one or more managers. This limited liability company shall initially have two co-managers. The number of managers of this company may be changed in accordance with the regulation of the company. The name and address of the co-managers are:

H. Michael Chitwood  
Donald Meares

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ARTICLE VIII  
AMENDMENT TO ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX  
REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s) unless by majority vote.

ARTICLE X  
INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing

setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

ARTICLE XI  
CONTRACTING DEBT

Except as otherwise provided by law, no debt shall be contracted on liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise by unanimous vote.

ARTICLE XII  
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Limited Liability Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIII  
WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

A. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company

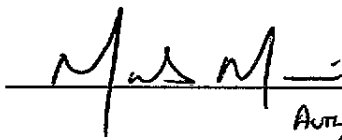
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contributions to capital may be rightfully demanded; or

3. these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 11 day of MARCH, 2002

  
\_\_\_\_\_  
Authorized Representative - Member  
\_\_\_\_\_  
- Member

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

The name of the limited liability company is Financial Consulting Group, L.L.C.


The name and address of the registered agent and office is:

Mark S. Mucci  
Benson, Moyle & Mucci, LLP  
One Financial Plaza  
Suite 1600  
Fort Lauderdale, FL 33394

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above named 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.

Dated:

  
\_\_\_\_\_  
Mark S. Mucci

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