

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L02000017780
FILED
July 16, 2002
Sec. Of State**

Article I

The name of the Limited Liability Company is:

VEM CAPITAL PARTNERS, LLC

Article II

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

2500 N. FEDERAL HIGHWAY
SUITE 100
FORT LAUDERDALE, FL. 33305

The mailing address of the Limited Liability Company is:

2500 N. FEDERAL HIGHWAY
SUITE 100
FORT LAUDERDALE, FL. US 33305

Article III

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

JONATHAN D. LEINWAND, P.A.
2500 N. FEDERAL HIGHWAY
SUITE 100
FORT LAUDERDALE, FL. 33305

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.

Registered Agent Signature: JONATHAN LEINWAND

Article IV

The effective date for this Limited Liability Company shall be:

07/15/2002

Signature of member or an authorized representative of a member

Signature: JONATHAN LEINWAND