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AUTHORIZATION :

*Patricia Pizito*

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TALLAHASSEE, FLORIDA

ORDER DATE : August 6, 2002

ORDER TIME : 11:19 AM

ORDER NO. : 693652-005

CUSTOMER NO: 100198A

CUSTOMER: Seth Cohen, Esq  
Fogel & Cohen Attorneys &  
Counselors At Law  
Suite 111  
2500 N. Military Trail  
Boca Raton, FL 33431

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DOMESTIC FILING

NAME: CAPITAL ACCESS GROUP, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

BK

RECEIVED  
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**ARTICLES OF ORGANIZATION**  
**OF**  
**CAPITAL ACCESS GROUP, L.L.C.**

FILED  
AUG - 9 PM 3:59  
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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I: NAME OF LIMITED LIABILITY COMPANY**

The name of the Company shall be CAPITAL ACCESS GROUP, L.L.C.

**ARTICLE II: PURPOSE**

The purpose for which this Limited Liability Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

**ARTICLE III: PRINCIPAL OFFICE**

The principal office and mailing address of the Company is 95 South Federal Highway, Suite 201, Boca Raton, Florida 33432.

**ARTICLE IV: TERM OF EXISTENCE**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

**ARTICLE V: CAPITAL CONTRIBUTION AND ADDITIONAL CONTRIBUTIONS**

The members of the Company shall make capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

#### **ARTICLE VI: REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Company in the State of Florida is Lee A. Haskin, c/o Haskin & Associates, Inc., 95 South Federal Highway, Suite 201, Boca Raton, Florida 33432.

#### **ARTICLE VII: ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

#### **ARTICLE VIII: MEMBERS' RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all of the remaining members.

#### **ARTICLE IX: MANAGEMENT**

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not

inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

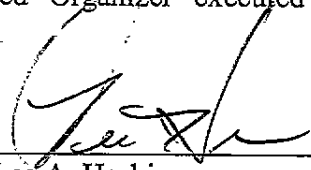
Lee A. Haskin  
95 South Federal Highway, Suite 201  
Boca Raton, Florida 33432

**ARTICLE X: ORGANIZER**

The name and address of the person signing these Articles of Organization as Organizer is:

Lee A. Haskin  
95 South Federal Highway, Suite 201  
Boca Raton, Florida 33432

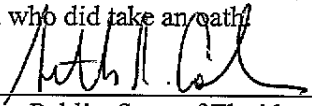
IN WITNESS WHEREOF, the undersigned Organizer executed these Articles of Organization this 5th day of August, 2002.

  
\_\_\_\_\_  
Lee A. Haskin  
Managing Member

STATE OF FLORIDA  
COUNTY OF PALM BEACH

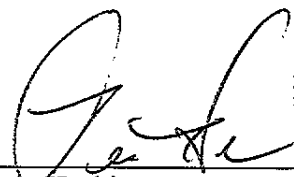
I HEREBY CERTIFY that on this 5th day of August, 2002, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Lee A. Haskin, known to me to be the person described herein and who executed the forgoing instrument, who acknowledged before me that she executed the same, who is (✓) personally known to me, or ( ) who has produced as identification, and who did take an oath.



  
\_\_\_\_\_  
Notary Public, State of Florida

**REGISTERED AGENT'S ACCEPTANCE**

The undersigned, named as the registered agent in Article VI of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

  
\_\_\_\_\_  
Lee A. Haskin

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared By:  
Seth I. Cohen, Esq.  
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