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Florida Department of State  
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## To:

Division of Corporations  
Fax Number : (850) 205-0383

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

FILED  
02 AUG 22 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**LIMITED LIABILITY COMPANY**  
**VENTURE CAPITAL OF AMERICA, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
| Page Count            | 02       |
| Estimated Charge      | \$155.00 |



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 22, 2002

FAS-T CORP. AGENTS, INC.

SUBJECT: VENTURE CAPITAL OF AMERICA, LLC  
REF: W02000024410

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Corporate Specialist

FAX Aud. #: H02000184550  
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DIVISION OF CORPORATIONS

# ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

## ARTICLE I - NAME

The Name of the Limited Liability Company is:  
VENTURE CAPITAL OF AMERICA, LLC

## ARTICLE II - ADDRESS

The mailing address and street address of the Limited Liability Company is:  
531 N. Ocean Blvd., Suite 201,  
Pompano Beach, Fl. 33062

## ARTICLE III - DURATION

The Period of duration for the Limited Liability Company shall be Perpetual.

## ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name(s) and the address (es) of such manager(s) is/ are:

|                     |  |
|---------------------|--|
| ANTON KLEINE DETERS | 531 N. Ocean Blvd., Suite 201,<br>Pompano Beach, Fl. 33062 |
| BILL SAWHNEY        | 531 N. Ocean Blvd., Suite 201,<br>Pompano Beach, Fl. 33062 |

## ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Majority Vote of the existing members

## ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to 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 shall be:

Majority Vote of the remaining members

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## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS  
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Corporation is:  
**VENTURE CAPITAL OF AMERICA, LLC**
2. The name and address of the Registered Agent and Office is:

**BILL SAWHNEY**  
531 N. Ocean Blvd., Suite 201,  
Pompano Beach, Fl. 33062

*Having been named as Registered Agent to accept the 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.*

Dated: 8/20/02

  
**BILL SAWHNEY**  
Registered Agent / Authorized Representative