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DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

Strategic Capital Structures, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION  
OF  
STRATEGIC CAPITAL STRUCTURES, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I  
NAME**

The name of this limited liability company is STRATEGIC CAPITAL STRUCTURES, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is: One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

**ARTICLE III  
DURATION**

The period of duration for the Company will be perpetual.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is James M. Gouveia, and his address is: One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

**ARTICLE V  
MANAGEMENT**

The Company will be a member-managed company.

ADAM J. REISS, ESQ. FLA BAR #0182702  
Adorno & Yoss, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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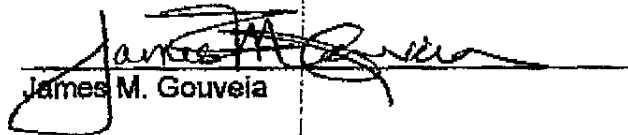
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The undersigned authorized representative of the Members executed these Articles of Organization on this 31 day of January, 2003.

Authorized Representative of the Members:

(In accordance with Section 608.407 and 608.408, Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
James M. Gouveia

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**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

STRATEGIC CAPITAL VENTURES, LLC

2. The name and the Florida address of the registered agent are:

James M. Gouveia  
One East Broward Boulevard, Suite 700  
Fort Lauderdale, Florida 33301

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.

  
James M. Gouveia

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