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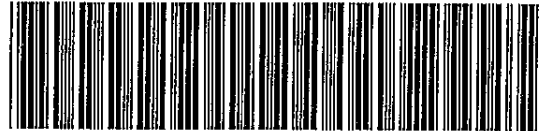
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WILLIAM R. BLACK*
NEIL R. COVERT*
PATRICK B. CASEY*
*ADMITTED IN FLORIDA

October 7, 2003

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Electra Spirit, LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for:

Electra Spirit, LLC

and a check in the amount of \$130.00 to cover the filing fee and certificate of status.

Should you have any questions concerning this correspondence, please do not hesitate to contact this office. I remain

Very truly yours,


William R. Black, Esquire

WRB/lmh

enclosure(s)

ARTICLES OF ORGANIZATION

ELECTRA SPIRIT, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. **Name.** The name of the limited liability company is ELECTRA SPIRIT, LLC.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principle Office and Mailing Address.** The address of the registered office of the limited liability company is: 292 South County Road, Palm Beach, FL 33480.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

George Afif
292 South County Road
Palm Beach, FL 33480

JohnFrancis Alvarez
WealthShield, LLC
One Market Street
Spear Tower, Suite 3600
San Francisco, CA 94105

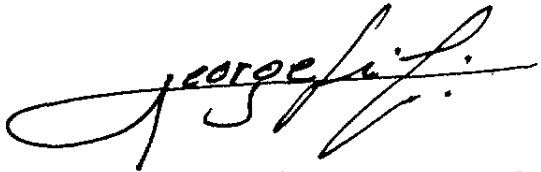
Edwin Herrell Oliver
96 Peacock Drive
San Rafael, CA 94901

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TALLAHASSEE FLORIDA

8. **Additional Members.** The names and addresses of additional members(s) are as follows: NONE

9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue 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 as further set forth in the Operating Agreement of the limited liability company

A handwritten signature in black ink, appearing to read "George Afif", written over a horizontal line.

George Afif
Member

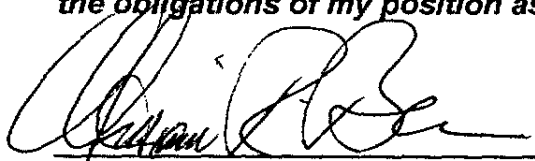
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

**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 to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is: Electra Spirit, LLC
2. **Registered Office.** The address of the registered office of the limited liability company is 2691 E. Oakland Park Blvd., Suite 402, Ft. Lauderdale, Florida 33306.
3. **Registered Agent.** William R. Black, Esquire, is appointed, and by his signature below accepts appointment, to act as the Registered agent of Electra Spirit, LLC.

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.



William R. Black, Esquire