

Division of Corporations

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

From:

Account Name : NEWMAN, POLLOCK & KLEIN, LLP.
Account Number : I20010000001
Phone : (561) 997-9920
Fax Number : (561) 241-4943

LIMITED LIABILITY COMPANY

Lightfoot Capital, LLC

Certificate of Status	0
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**Articles of Organization
of
Lightfoot Capital, LLC
A Florida limited liability company**

The undersigned, as an authorized representative of Lightfoot Capital, LLC, executes these Articles of Organization for the purpose of forming a limited liability company, pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act"), and does hereby make, subscribe and file these Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company (hereinafter referred to as the "Company") is Lightfoot Capital, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is:

7914 Shenandoah Lane
Parkland, FL 33067

ARTICLE III -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's initial registered office and the name of the initial registered agent for the Company shall be

Jeffrey G. Klein, Esq.
c/o Newman, Pollock & Klein, LLP
2101 NW Corporate Blvd.
Suite 414
Boca Raton, Florida 33431

ARTICLE IV -- DURATION

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

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ARTICLE V - PURPOSE AND POWERS

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Act and all amendments and supplements thereto, or any law enacted to take the place thereof. The Company shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI-INDEMNIFICATION

The Company hereby agrees to indemnify members, officers, employees and agents of the Company to the extent authorized by, and in accordance with the provisions of section 608.4229 of the Act.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the manager (the "Manager"). The vote of each member shall be in proportion to the Participation of the member unless otherwise provided in the Operating Agreement.

The name and address of the initial Manager who is to serve as the Manager of the Company until its successor is duly appointed and qualified is:

NAME

Scotia Capital Management Services, Inc.

ADDRESS7914 Shenandoah Lane
Parkland, Florida 33067**ARTICLE VIII - LIMITATION ON AGENCY AUTHORITY TO MEMBERS**

Pursuant to section 608.4235 of the Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

**ARTICLE IX - RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT**

If any provisions of these Articles of Organization differ or otherwise conflict with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 24th day of October 2003.

By: 

Print Name: Jeffrey G. Klein, Esq.

Signature of authorized representative

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**Certificate of Designation of
Registered Agent/Registered Office
of
Lightfoot Capital, LLC**

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

COMPANY

The name of the limited liability company is Lightfoot Capital, LLC.

REGISTERED AGENT/OFFICE

The name and address of the registered agent and office is

Jeffrey G. Klein, Esq.
c/o Newman, Pollock & Klein, LLP
2101 NW Corporate Blvd., Suite 414
Boca Raton, Florida 33431

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

NEWMAN, POLLOCK & KLEIN, LLP

By: 

Print name: Jeffrey G. Klein, Esq.

Title: Partner

Date: 10/28/03

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