

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L03000057455
FILED 8:00 AM
December 31, 2003
Sec. Of State**

Article I

The name of the Limited Liability Company is:

FIFTH AVENUE CAPITAL, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

9281 SPRING RUN BLVD.
2608
BONITA SPRINGS, FL. 34135

The mailing address of the Limited Liability Company is:

9281 SPRING RUN BLVD.
2608
BONITA SPRINGS, FL. 34135

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

ROSS T JAMES
9281 SPRINGS RUN BLVD.
#2608
BONITA SPRINGS, FL. 34135

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.

Registered Agent Signature: ROSS T. JAMES

Article V

The name and address of managing members/managers are:

Title: MGRM
ROSS T JAMES
9281 SPRING RUN BLVD., # 2608
BONITA SPRINGS, FL. 34135

Title: MGRM
RODNEY JAMES
9281 SPRING RUN BLVD., #2608
BONITA SPRINGS, FL. 34135

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Article VI

The effective date for this Limited Liability Company shall be:

12/31/2003

Signature of member or an authorized representative of a member

Signature: RODNEY JAMES