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From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
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## LIMITED LIABILITY COMPANY

Franklin Capital Group LLC -

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 5, 2004

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: FRANKLIN CAPITAL GROUP LLC  
REF: W04000000300

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.

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Franklin Capital Group LLC

EFFECTIVE DATE  
1-20-04

### Article II. Address

The Company's street and mailing address is:  
Franklin Capital Group LLC  
420 N.E. 19th Street  
Ft. Lauderdale FL 33316 U.S.A.

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit of similar item to which the assignor was entitled, to the extent assigned.

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1-20-04

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

DAVID HOLD  
420 N.E. 19th Street Ft. Lauderdale FL 33316  
DAVID FROHMAN  
420 N.E. 19th Street Ft. Lauderdale FL 33316  
JOHN SCAFIDI  
420 N.E. 19th Street Ft. Lauderdale FL 33316  
KARIN MORRELL  
420 N.E. 19th Street Ft. Lauderdale FL 33316

Article VI. Company Existence

The Company's existence shall begin effective as of January 5, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on January 5, 2004.

  
\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.  
Taide Baez Vice President

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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## STATEMENT OF REGISTERED AGENT


LIMITED LIABILITY COMPANY:

Franklin Capital Group LLC

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS NETWORK INC.  
Taide Back, Vice President

Date: January 5, 2004

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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