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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

first capital direct, llc

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**ARTICLES OF ORGANIZATION
OF
FIRST CAPITAL DIRECT, LLC**

Under the Florida Limited Liability Company Act

ARTICLE I

NAME

The name of the Limited Liability Company is FIRST CAPITAL DIRECT, LLC (the "LLC").

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the LLC is 1000 N.W. 65th Street, Suite 200, Fort Lauderdale, Florida 33309.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the LLC's initial Registered Agent in Florida is Stephen M. Golding, 1000 N.W. 65th Street, Suite 200, Fort Lauderdale, Florida 33309.

ARTICLE IV

MANAGEMENT

The LLC is to be a member-managed limited liability company.

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AND
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ARTICLE V
ADMISSION OF NEW MEMBERS

Members of the LLC have the right to admit new members upon the written consent of a majority of the existing members, and a majority of the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VI
LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4227 Liability of members, managing members, and managers.— Except as provided in this chapter, the members, managers, and managing members of a limited liability company are not liable, solely by reason of being a member or serving as a manager or managing member, under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation, or liability of the limited liability company

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on January 6, 2004.

By: _____

Name: STEPHEN M. GOLDING

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for FIRST CAPITAL DIRECT, LLC, at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Initial Registered Agent

Dated: January 5, 2004

By: _____

STEPHEN M. GOLDING
1000 N.W. 85th Street
Suite 200
Fort Lauderdale, Florida 33309

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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