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**LIMITED LIABILITY COMPANY**

**Strategica Capital LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
STRATEGICA CAPITAL LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company is Strategica Capital LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 701 Brickell Avenue, Suite 2500, Miami, Florida 33131, Attention: Steven R. Cook.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Carlos A. Mas, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V. PROFITS AND LOSSES**

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

**ARTICLE VI. RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of

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his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

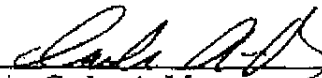
#### ARTICLE VII. MANAGEMENT

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The initial member-managers shall be Jack D. Burstein and Steven R. Cook.

#### ARTICLE VIII. AMENDMENT

The Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 23<sup>rd</sup> day of January, 2004.



Carlos A. Mas  
Authorized Representative

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#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Strategic Capital LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By: 

Carlos A. Mas

Dated: January 23, 2004