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LIMITED LIABILITY COMPANY

G&C Capital Leasing of Palm Beach, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
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**ARTICLES OF ORGANIZATION
OF
G&C CAPITAL LEASING OF PALM BEACH, LLC**

Article I - Name

The name of this Limited Liability Company is G&C Capital Leasing of Palm Beach, LLC (the "Company").

Article II - Address

The mailing address and street address of the principal office of the Company is 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.

Article III - Registered Agent and Office

The registered agent is Gregory Marks, and his address is 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.

Article IV - Duration

The period of duration for the Company shall be perpetual.

Article V - Management

The Company shall be managed by the managing member, and the name and address of the initial managing member is Michael Harris, 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.

Article VI - Admission of Additional Members

The right of the members to admit additional members and the terms and conditions of the admission shall be as described in the Operating Agreement of the Company.

Article VII - Members Right to Continue Business

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event

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which terminates the continued membership of member in the Company shall be as described in the Operating Agreement of the Company.

Article VIII – Operating Agreement

The managing members shall have the right to establish an Operating Agreement and amend it from time to time as they shall determine.

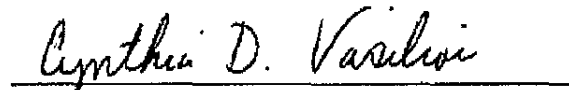
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Organization this 30th day of September, 2004.


Gregory Marks

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Gregory Marks, known to me and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 30th day of September, 2004.


Notary Public

My commission expires: 11/25/07



Cynthia D. Vasiliou
Commission #DD270093
Expires: Nov 25, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is G&C Capital Leasing of Palm Beach, LLC.

2. The name and address of the registered agent and office is: Gregory Marks, 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.

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.

Dated: September 30, 2004



Gregory Marks

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