

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

L04000078827
FILED 8:00 AM
October 29, 2004
Sec. Of State
dcushing

Article I

The name of the Limited Liability Company is:
VAMCAP ASSET MANAGEMENT, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
255 ALHAMBRA CIRCLE
SUITE 680
CORAL GABLES, FL. US 33134

The mailing address of the Limited Liability Company is:
255 ALHAMBRA CIRCLE
SUITE 680
CORAL GABLES, FL. US 33134

Article III

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

Article IV

The name and Florida street address of the registered agent is:
VICTOR A MORALES
255 ALHAMBRA CIRCLE
680
CORAL GABLES, FL. 33134

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: VICTOR A. MORALES

Article V

The name and address of managing members/managers are:

Title: MGR
VICTOR A MORALES
255 ALHAMBRA CIRCLE, SUITE 680
CORAL GABLES, FL. 33134 US

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Article VI

The effective date for this Limited Liability Company shall be:

10/29/2004

Signature of member or an authorized representative of a member

Signature: VICTOR A. MORALES