

L05000035656

(Requestor's Name)

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(Address)

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☐ PICK-UP

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(Business Entity Name)

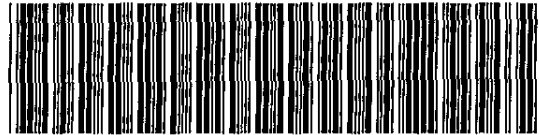
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DIVISION OF CORPORATION

FILED

05 APR 12 AM 7:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 309859 134074A

AUTHORIZATION :

Patricia P. [Signature]

COST LIMIT : \$ 125.00

FILED
05 APR 12 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 12, 2005

ORDER TIME : 1:09 PM

ORDER NO. : 309859-005

CUSTOMER NO: 134074A

CUSTOMER: Mirtha Kayne
Saraga & Lipshy, P.a.

201 Northeast First Avenue

Delray Beach, FL 33444

DOMESTIC FILING

NAME: RPG GUARANTY FUND, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

OF

RPG GUARANTY FUND, LLC

ARTICLE I - Name

The name of the Limited Liability Company is **RPG GUARANTY FUND, LLC** (hereinafter the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Royal Palm Place
101 Plaza Real South, Suite 200
Boca Raton, Florida 33432

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Purpose

The Company's business and purpose shall consist in engaging in such lawful acts or activities permitted to limited liability companies by the Florida Limited Liability Company Act of the State of Florida (the "Act") necessary or convenient to operate its business.

ARTICLE V - Management

The Limited Liability Company is to be managed by the Managing Member and the name and address of the Managing Member is as follows:

Joe Carosella, Managing Member
Royal Palm Place
101 Plaza Real South, Suite 200
Boca Raton, Florida 33432

ARTICLE VI - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the operating agreement adopted by all members.

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TALLAHASSEE, FLORIDA

ARTICLE VII - Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the operating agreement adopted by all members.

ARTICLE VIII - Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the "Act") no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE IX - Indemnification

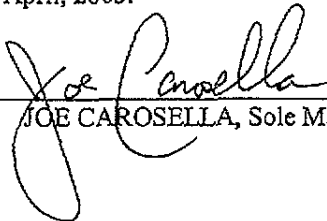
The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X - Operating Agreement

Any Operating Agreement of the Company must be in writing and signed by all members.

[Signature on next page]

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 5th day of April, 2005.



JOE CAROSELLA, Sole Managing Member

Signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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: **RPG GUARANTY FUND, LLC**
2. The name and address of the registered agent and office is:

Joe Carosella
Royal Palm Place
101 Plaza Real South, Suite 200
Boca Raton, Florida 33432

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, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and we are familiar with and accept the obligations of our position as registered agent.

By: _____

JOE CAROSELLA

Dated: April 5, 2005

STATE OF FLORIDA }
 } ss
COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Joe Carosella, and who is personally known to me () or who did furnish a Florida Driver's License for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of April, 2005.



John Ortega
Commission #DD313615
Expires: May 11, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC