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Division of Corporations

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Fax Number : (850)205-0383

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407)246-8450
Fax Number : (407)423-7014

LIMITED LIABILITY COMPANY

MORGAN GROUP SAN PABLO, L.L.C.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
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ARTICLES OF ORGANIZATION
OF
MORGAN GROUP SAN PABLO, L.L.C.

ARTICLE I - NAME

The name of the limited liability company is MORGAN GROUP SAN PABLO, L.L.C.,
("Company").

ARTICLE II - ADDRESS

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

Principal Office Address:

5606 South Rice Avenue
Houston, Texas 77081

Mailing Address:

c/o The Morgan Group, Inc.
5606 South Rice Avenue
Houston, Texas 77081

ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Jon C. Wood
c/o The Morgan Group, Inc.
480 N. Orlando Avenue, Suite C221
Winter Park, Florida 32789

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 as provided for in Chapter 608, F.S..

Jon C. Wood

Jon C. Wood

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ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

Title:
"MGR" = Manager
"MGMR" = Managing Member

Name and Address:

MGR

The Morgan Group, Inc., a Texas corporation
5606 South Rice Avenue
Houston, Texas 77081

REQUIRED SIGNATURE:

The Morgan Group, Inc., a Texas corporation

By: Stanley D. Levy
Stanley D. Levy, Chief Operating Officer
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stanley D. Levy, Chief Operating Officer
Typed or printed name of signer

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