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From:

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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MINDFUL ASSET GROUP LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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**ARTICLES OF ORGANIZATION OF
MINDFUL ASSET GROUP LLC**

The undersigned Manager hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **MINDFULASSETGROUP LLC** (the "Company").

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 8135 Lake Worth Road, Suite B, Lake Worth, FL 33467.

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Nancy B. Colman, Esq., Baritz & Colman LLP, 150 E. Palmetto Park Road, Suite 750, Boca Raton, Florida 33432.

**ARTICLE IV
DURATION**

This Company shall have perpetual existence, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the operating agreement adopted by the members.

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ARTICLE V
MANAGEMENT

The Company will be managed by Managers in accordance with the Company's operating agreement. The name and address of the Manager is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey Pechter	8135 Lake Worth Rd., Ste. B Lake Worth, Florida 33487
Stephen Block-Conditional Manager	8135 Lake Worth Rd., Ste. B Lake Worth, Florida 33487

ARTICLE VI
RESTRICTIONS ON MEMBERSHIP

Managers shall have the right to admit or not admit new members as more particularly set forth in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.


Executed by the undersigned Manager at Boca Raton, Florida on the 18th day of February, 2006

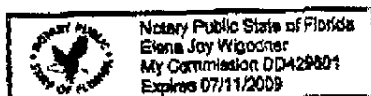

Jeffrey Pechter, Manager

STATE OF FLORIDA
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 18th day of February, 2006, by Jeffrey Pechter, who (☒) is personally known to me or (☐) has produced _____ as identification.

NOTARY SEAL


Notary Public
My commission expires: 7/11/2009



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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 808.415 or 808.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is MINDFUL ASSET GROUP LLC

The name of the initial registered agent of the limited liability company is
Nancy B. Colman, Esq., Baritz & Colman LLP, 150 E. Palmetto Park Road, Suite 750,
Boca Raton, Florida 33432.

REGISTERED AGENT ACCEPTANCE

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 that 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.


Nancy B. Colman

Date: February 2, 2006

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