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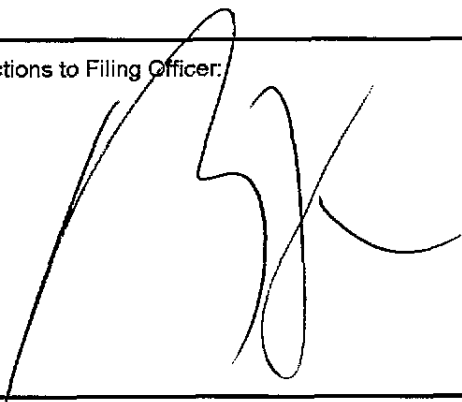
MAIL

(Business Entity Name)

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 3, 2006

FLORIDA FILING & SEARCH

TALLHASSEE, FL

SUBJECT: CAPITAL GROWTH MERCHANT BANKING GROUP, LLC  
Ref. Number: W06000020533

*Please keep original file date*

We have received your document for CAPITAL GROWTH MERCHANT BANKING GROUP, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 906A00031241

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**1333 N. DUVAL STREET, TALLAHASSEE, FL 32303**  
**PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE:** 05-02-06

**NAME:** capital growth merchant banking group, llc

**TYPE OF FILING:** ARTICLES OF ORGANIZATION

**COST:** \$125

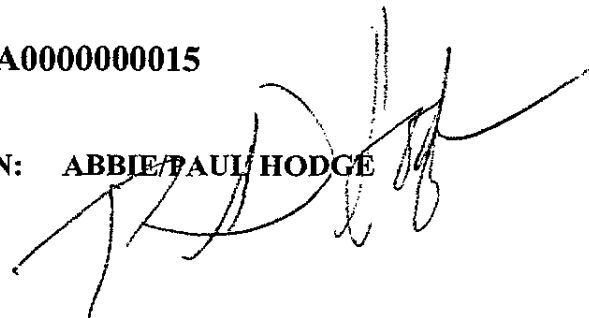
**RETURN:**

*ok to resubmit  
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file date*

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**ACCOUNT:** FCA0000000015

**AUTHORIZATION:** ABBIE PAUL HODGE



**Articles of Organization  
of  
CAPITAL GROWTH MERCHANT GROUP, LLC**

**FILED**  
2006 MAY -2 AM 9:39  
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TALLAHASSEE, FLORIDA

**ARTICLE I  
Name**

The name of the Limited Liability Company is **CAPITAL GROWTH MERCHANT GROUP, LLC** (the "Company").

**ARTICLE II  
Address**

The mailing address and street address of the principal office of the Company is 225 N.E. Mizner Boulevard, Suite 750, Boca Raton, Florida 33432.

**ARTICLE III  
Registered Agent**

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

Michael Jacobs  
Capital Growth Merchant Group, LLC  
225 NE Mizner Blvd., Suite 750  
Boca Raton, FL 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, 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, Florida Statutes.

  
Michael Jacobs, Registered Agent

**ARTICLE IV**  
Management

The Company is to be managed by a managing member and the name and address of the initial managing member is:

Capital Growth Financial, Ltd.  
225 N.E. Mizner Boulevard  
Suite 750  
Boca Raton, Florida 33432

**ARTICLE V**  
Admission of Additional Members

Members shall have the right to admit additional members as provided by the Florida Limited Liability Act by a 2/3 vote of the membership interests.

**ARTICLE VI**  
Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

**MANAGING MEMBER:**  
CAPITAL GROWTH FINANCIAL, LTD.

By: Alan L. Jacobs  
Alan L. Jacobs, Managing Member