

Florida Department of State  
Division of Corporations  
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## To:

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Fax Number : (850)205-0383

## From:

Account Name : CORPORATE CREATIONS INTERNATIONAL, INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

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DIVISION OF CORPORATIONS

## FLORIDA/FOREIGN LIMITED LIABILITY CO

## Capital 1st Advisors LLC

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Capital 1st Advisors LLC

### Article II. Address

The Company's street and mailing address is:  
Capital 1st Advisors LLC  
12800 University Park Drive  
Suite 385  
Ft. Myers FL 33907 USA

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410 UNITED STATES

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

EFFECTIVE DATE  
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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a member-managed company. The name and address of each member is:

JOHN P. PRIEST  
12800 University Park Drive Suite 385 Ft. Myers FL 33907

Article VII. Company Existence

The Company's existence shall begin effective as of 5/3/2006.

The undersigned authorized representative of a member executed these Articles of Organization on 5/3/2006.

  
CORPORATE CREATIONS INTERNATIONAL INC.

Jessica Vella Vice President  
by N. Pasquier as attorney-in-fact

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

Capital 1st Advisors LLC

### REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS NETWORK INC.

Jessica Vella, Vice President  
by N. Pasquier as attorney-in-fact

Date: 5/3/2006.

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