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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 182761 81395A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 155.00

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ORDER DATE : June 15, 2006
ORDER TIME : 3:19 PM
ORDER NO. : 182761-005
CUSTOMER NO: 81395A

DOMESTIC FILING

NAME: RACHLIN FINANCIAL STAFFING,
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
RACHLIN FINANCIAL STAFFING, LLC

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These Articles of Organization of RACHLIN FINANCIAL STAFFING, LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

ARTICLE I
NAME

The name of the limited liability company formed hereby is RACHLIN FINANCIAL STAFFING, LLC.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is as follows: One S.E. Third Avenue, Tenth Floor, Miami, Florida 33131.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent and registered office of the Company is Lee Mandell, Esq., One S.E. Third Avenue, Tenth Floor, Miami, Florida 33131.

ARTICLE IV
MANAGEMENT

The Company is to be managed by its manager as set forth in its Operating Agreement and is therefore a manager-managed company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 15th day of June, 2006.

Rachlin Financial Staffing, LLC

By: _____

Lawrence H. Blum, Manager and
Authorized Representative of the
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.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

(1) The name of the limited liability company is Rachlin Financial
Staffing, LLC.

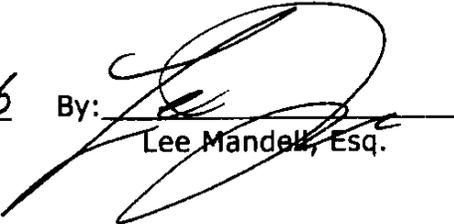
(2) The name of the Florida street address of the registered agent
and office are:

Lee Mandell, Esq.
One S.E. Third Avenue
Tenth Floor
Miami, Florida 33131

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 the 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 in Chapter 608, F.S.

Date: 6/15/06

By:


Lee Mandell, Esq.