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FLORIDA/FOREIGN LIMITED LIABILITY CO.

C&N Capital, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
C&N CAPITAL, LLC**

**ARTICLE I
NAME**

The name of this Limited Liability Company is C&N Capital, LLC (the "Company").

**ARTICLE II
DURATION**

The period of duration for the Company is perpetual.

**ARTICLE III
ADDRESS**

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

1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be c/o Cox & Nici, 1185 Immokalee Road, Suite 110, Naples, Florida 34110, and its initial registered agent at such office shall be James R. Nici, Esq.

**ARTICLE V
MANAGEMENT**

The Company is to be a Manager-Managed company and the name and address of the elected Managers who shall serve as Managers until the first annual meeting or until their successors are chosen are:

James R. Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

Dated effective as of this 1st day of December, 2006.


James R. Nici
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the Company is C&N Capital, LLC
2. The name and address of the registered agent and office is:

James R. Nici, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

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 of the Florida Statutes.

Dated: effective as of December 1st, 2006

By: _____

James R. Nici

Initial Registered Agent

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TALLAHASSEE, FLORIDA

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