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From:
Account Name : ARNSTEIN & LEHR LLP
Account Number : I20060000021
Phone : (954) 713-7633
Fax Number : (954) 713-7733

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Butters Capital, VII, LLC

12/18

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002/004



December 15, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ARNSTEIN & LEHR LLP

SUBJECT: BUTTERS CAPITAL VII, LLC
REF: W06000054008

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 245-6853.

Leslie Sellers
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
BUTTERS CAPITAL VII, LLC**

The undersigned, for the purpose of forming a limited company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Butters Capital VII, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 8820 Lyons Technology Circle, Suite 100, Coconut Creek, Florida 33073.

ARTICLE III - DURATION

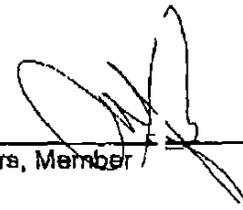
The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

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

<u>Name</u>	<u>Address</u>
Malcolm Butters	8820 Lyons Technology Circle Suite 100 Coconut Creek, Florida 33073

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes his 7th day of December, 2008.



Malcolm Butters, Member

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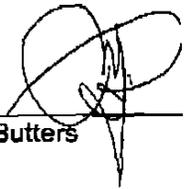
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
FOR LIMITED LIABILITY COMPANY**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, BUTTERS CAPITAL VII, LLC, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

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

Malcolm Butters
6820 Lyons Technology Circle, Suite 100
Coconut Creek, Florida 33073

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.



Malcolm Butters

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