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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Prism Capital Partners LLC

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ARTICLES OF ORGANIZATION
OF
PRISM CAPITAL PARTNERS LLC
(a Florida limited liability company)

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is Prism Capital Partners LLC (hereinafter, the "Company").

ARTICLE II
MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company is 2650 N. Military Trail, Suite 240, Boca Raton, Florida 33431.

ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Company's registered agent are BSPA Corporate Services, Inc., 350 E. Las Olas Blvd., Suite 1000, Ft. Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 26 day of January, 2007.

PRISM CAPITAL PARTNERS LLC


Steven Garellek
Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Prism Capital Partners LLC at the place designed in Article III of the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

BSPA CORPORATE SERVICES, INC.

By: 

Steven Garellek, Vice President

Dated: 1/26/07

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