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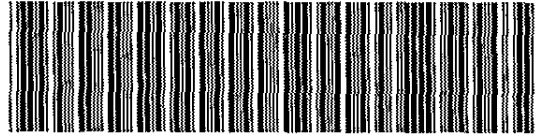
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 740047 150991A

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : February 1, 2007

ORDER TIME : 11:58 AM

ORDER NO. : 740047-005

CUSTOMER NO: 150991A

DOMESTIC FILING

NAME: JAMES MCWHORTER CAPITAL, 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: Doreen Wallace - EXT. 2928

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I -- NAME

The name of the Limited Liability Company is:

JAMES McWHORTER CAPITAL, LLC

ARTICLE II -- ADDRESS

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

1112 Park Avenue, 6A
New York, NY 10128

**ARTICLE III -- REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the Registered Agent is:

Sandra G. Rennick, Attorney at Law
979 Beachland Boulevard
Vero Beach, Florida 32963

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 Article of these Articles of Organization, 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.


SANDRA G. RENNICK
Registered Agent

ARTICLE IV -- MANAGEMENT

The Limited Liability Company shall be managed by one (1) or more Managers and is, therefore, a manager-managed company.

The Managers shall be elected annually in the manner prescribed in the Operating Agreement for this Limited Liability Company. The initial managers of the Limited Liability Company will be Kenneth W. Scott and Jeffrey M. Hendren.

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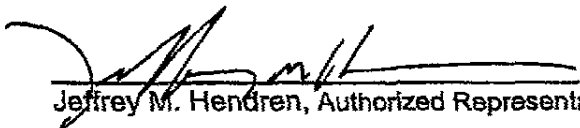
ARTICLE V -- GOVERNED BY OPERATING AGREEMENT

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement.

ARTICLE VI -- EFFECTIVE DATE

These Articles of Organization shall be effective upon the date of filing.

IN WITNESS WHEREOF, an authorized representative of a Member has affixed his signature this 31st day of JANUARY, 2007.


Jeffrey M. Hendren, Authorized Representative

STATE OF NEW YORK)
 :SS.
COUNTY OF NEW YORK)

Before me, the undersigned authority, personally appeared Jeffrey M. Hendren, to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed by hand and official seal at said County and State aforesaid, this 31st day of JANUARY, 2007.


Notary Public, State of New York

CHRISTINA MALONEY-DILLON

Printed Name of Notary

My Commission Expires:

