

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000027369
FILED 8:00 AM
March 13, 2007
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:

THE PAUL BUTTERFIELD FUND AND SOCIETY, LLC.

Article II

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

1107 KEY PLAZA
#335
KEY WEST, FL. US 33040

The mailing address of the Limited Liability Company is:

1107 KEY PLAZA
#335
KEY WEST, FL. US 33040

Article III

The purpose for which this Limited Liability Company is organized is:

TO PROMOTE THE LIFE AND MUSIC OF PAUL BUTTERFIELD.□□□□

Article IV

The name and Florida street address of the registered agent is:

GABE BUTTERFIELD
1107 KEY PLAZA
#335
KEY WEST, FL. 33040

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.

Registered Agent Signature: GABE BUTTERFIELD

Article V

The name and address of managing members/managers are:

Title: MGRM
GABE BUTTERFIELD
1107 KEY PLAZA #335
KEY WEST, FL. 33040 US

Title: MGRM
SALLY SQUITIERI
1107 KEY PLAZA #335
KEY WEST, FL. 33040 US

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Article VI

The effective date for this Limited Liability Company shall be:

03/12/2007

Signature of member or an authorized representative of a member

Signature: GABE BUTTEFIELD