

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

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FILED 8:00 AM
March 14, 2007
Sec. Of State
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Article I

The name of the Limited Liability Company is:

M. DOWNEY CAPITAL, L.L.C.

Article II

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

2031 VISTA DRIVE
NORTH PALM BEACH, FL. US 33408

The mailing address of the Limited Liability Company is:

2031 VISTA DRIVE
NORTH PALM BEACH, FL. US 33408

Article III

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

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

ANDERSON FINANCIAL SERVICES, INC.
132 VIA ROSINA
JUPITER, FL. 33458

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: LORI ANDERSON

Article V

The name and address of managing members/managers are:

Title: MGR
MICHAEL P DOWNEY
2031 VISTA DRIVE
NORTH PALM BEACH, FL. 33408 US

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Signature of member or an authorized representative of a member

Signature: LORI ANDERSON