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TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****JMP Warehouse LLC**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
JMP Warehouse LLC

### Article II. Address

The street and mailing address of the Company's initial principal office is:  
JMP Warehouse LLC  
4150 NW 7th Street, Suite 200  
Miami FL 33126

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Joanne R. Urquiola, P.A.  
708 South Dixie Highway  
Suite 100  
Coral Gables FL 33146

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Joanne R. Urquiola | FL Bar Member 28990  
Joanne R. Urquiola, P.A.  
708 South Dixie Highway  
Suite 100  
Coral Gables FL 33146  
(305) 740-0441  
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**Article V. Distribution of Profits**

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

**Article VI. Management**


This will be a manager-managed company. The name and address of each manager is:

AIDA MOREJON  
4150 NW 7th Street, Suite 200  
Miami FL 33126

**Article VII. Company Existence**

The Company's existence shall begin effective as of August 31, 2007.

The undersigned authorized representative of a member executed these Articles of Organization on August 31, 2007.



CORPORATE CREATIONS INTERNATIONAL INC.  
Angela E. Howard Assistant Secretary

Joanne R. Urquiola | FL Bar Member 28990  
Joanne R. Urquiola, P.A.  
708 South Dixie Highway  
Suite 100  
Coral Gables FL 33146  
(305) 740-0441  
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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

JMP Warehouse LLC

### REGISTERED AGENT/OFFICE:

Joanne R. Urquiola, P.A.  
708 South Dixie Highway  
Suite 100  
Coral Gables FL 33146

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOANNE R. UROUIOLA, P.A.  
by A. Howard as attorney-in-fact

Date: August 31, 2007.

Joanne R. Urquiola | FL Bar Member 28990  
Joanne R. Urquiola, P.A.  
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