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FLORIDA/FOREIGN LIMITED LIABILITY CO.

INTEGRATED PLANNING ADVISORS, L.L.C.

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ARTICLES OF ORGANIZATION
OF
INTEGRATED PLANNING ADVISORS, L. L. C.

ARTICLE I

NAME

The name of the Limited Liability Company is:

Integrated Planning Advisors, L. L. C.

ARTICLE II

NATURE OF BUSINESS

To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a general investment and management advisory business relating to investments and the operation of business, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof, and without limiting the generality of the foregoing, to act as a registered investment advisor and management service corporation to any corporation organized or serving as an investment company within the meaning of the Investment Company Act of 1940, as amended, and as in effect from time to time, or any other federal securities laws, to the fullest extent permitted by applicable state and federal laws, and also to conduct any other business not prohibited by law. To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs; to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell on its own behalf and on

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behalf of others in connection with the operation, management and development of individual and corporate businesses, projects and developments. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investments, both for its own account and as agent for others.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Company by all lawful means.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this Limited Liability Company, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Limited Liability Company shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Organization Act of this State to Companies organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided

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however that nothing herein contained shall be deemed to authorize or permit this Limited Liability Company to carry on any business, to exercise any power, or to do any act which a Company formed under that statute may not at the time lawfully carry or do.

ARTICLE III

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The Limited Liability Company's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Marcello G. Torres

Initial Registered Office: 18620 Franjo Road, Cutler Bay,
Florida, 33157

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated Limited Liability Company at the Initial Registered Office designated in these Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.


Marcello G. Torres

ARTICLE IV

COMPANY MANAGEMENT

The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company.

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ARTICLE V

CONTRIBUTION OF CAPITAL

The contribution of a member may be in cash, property, or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. Promise to contribute by a member will be set out in writing signed by the member and the member is obligated to the limited liability company to perform any enforceable promise to contribute cash or property or to perform services, even if the member is unable to perform because of the member's death or disability or any other reason.

ARTICLE VI

INITIAL ADDRESS

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

5805 Blue Lagoon Dr Suite 280, Miami FL 33126

IN WITNESS WHEREOF, the undersigned, as member, has executed the foregoing Articles of organization on this 24th day of September, A.D. 2007.



Signature of Member

Marcello G Torres
Printed Name

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