

Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

GLOBAL CAPITAL FINANCIAL GROUP, LLC.

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**ARTICLES OF ORGANIZATION OF
GLOBAL CAPITAL FINANCIAL GROUP, LLC.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be GLOBAL CAPITAL FINANCIAL GROUP, LLC. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 269 Giralda Avenue, Suite 100, Coral Gables, Florida 33134.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Barry G. Segal, P.A., 621 17th Street, Vero Beach, Florida 32960.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE VII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least one remaining member or the sole remaining member consents to the addition of a new member(s).

ARTICLE VIII - MANAGEMENT

The company shall be managed by its member(s), Dale E. Grinstead, David A. Bishop and Alex Fraser, in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or the articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Dale E. Grinstead	2801 Ocean Drive Suite 200 Vero Beach, Florida 32963
David A. Bishop	2801 Ocean Drive Suite 200 Vero Beach, Florida 32963
Alex Fraser	269 Giralda Avenue Suite 100 Coral Gables, Florida 33134

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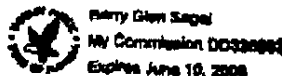
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Vero Beach, Indian River County, Florida, on this 20th day of December, 2007.

Dale E. Grinstead
 By: Dale E. Grinstead

STATE OF FLORIDA)
 COUNTY OF INDIAN RIVER)

Sworn to and subscribed before me this 20th day of December, 2007, by Dale E. Grinstead, who are personally known to me or who has presented a _____ as identification.

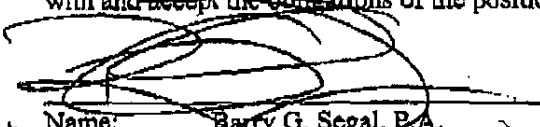
[Signature]
 Notary Public - State of Florida



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of GLOBAL CAPITAL FINANCIAL GROUP, LLC., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and ~~accept the obligations~~ of the position of registered agent.


Name: Barry G. Segal, P.A.
By: Barry G. Segal, Esquire
Address: 621 17th Street
Vero Beach, Florida 32960

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