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L. SELLERS

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EXAMINER

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SOUTH OCEAN CAPITAL, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SOUTH OCEAN CAPITAL, LLC**

The undersigned authorized representative of a member, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 608 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be SOUTH OCEAN CAPITAL, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 660 U.S. Highway #1, 3RD Floor, North Palm Beach, Florida 33408.

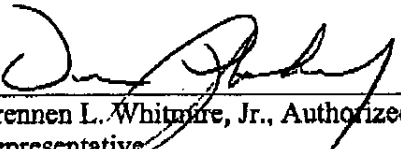
ARTICLE III - REGISTERED AGENT

The name of the registered agent of the Company in the State of Florida is Drennen L. Whitmire, Jr., with an address at 660 U.S. Highway #1, Third Floor, North Palm Beach, Florida 33408.

ARTICLE IV - MANAGEMENT BY MANAGERS

The Company is to be managed by one or more Managers, and is, therefore, a manager-managed limited liability company.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member of the Company has made, subscribed and affirmed these Articles of Organization under the penalties of perjury at North Palm Beach, Florida, as of this 22 day of February, 2008.


Drennen L. Whitmire, Jr., Authorized
Representative

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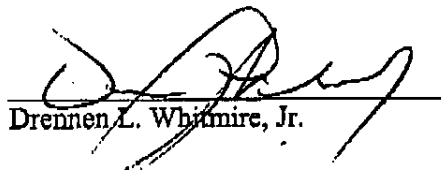
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article III of the foregoing Articles of Organization.

1. The name of the limited liability company is SOUTH OCEAN CAPITAL, LLC.
2. The name of the registered agent in the State of Florida is Drennen L. Whitmire, Jr.
3. The address of the registered agent in the State of Florida is 660 U.S. Highway #1, Third Floor, North Palm Beach, Florida 33408.

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Limited Liability Company. I am familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.


Drennen L. Whitmire, Jr.Date: February 22, 2008**FILED**2008 FEB 22 AM 9:49
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