

02-28-2008

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MICHAEL A. SCHROEDER P.L.

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Florida Department of State
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FLORIDA/FOREIGN LIMITED LIABILITY CO

Debt Fund, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
FOR DEBT FUND, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - NAME

The name of the limited liability company (hereinafter referred to as the "Company") shall be: **DEBT FUND, LLC.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be: 1499 S.W. 30th Avenue, Suite 16, Boynton Beach, Florida 33426.

ARTICLE III - REGISTERED AGENT

The name and the Florida street address of the initial Registered Agent shall be Steven D. Mackey, 1499 S.W. 30th Avenue, Suite 16, Boynton Beach, Florida 33426.

ARTICLE IV - MANAGEMENT OF BUSINESS

The Company shall be managed by a manager.

ARTICLE V - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

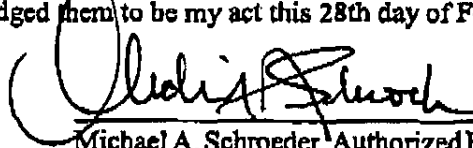
Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

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IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 28th day of February, 2008.


Michael A. Schroeder, Authorized Representative

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Company, at the place designated herein. I hereby agree to act in this capacity. I further acknowledge and agree that I am familiar with and accept the obligations as Registered Agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 28, 2008.


STEVEN D. MACKAY

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