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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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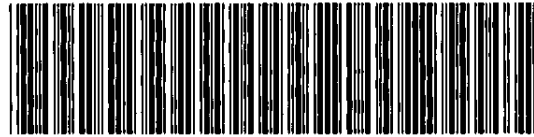
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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B. KOHR  
MAR 10 2008  
EXAMINER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675  
City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Global Capital Advisors Group, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

File 2nd

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit  
☐ Not for Profit  
☒ Limited Liability  
☐ Domestication  
☐ Other

AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

CERTIFICATE OF CONVERSION  
FOR  
"OTHER BUSINESS ENTITY"  
INTO  
FLORIDA LIMITED LIABILITY COMPANY

**FILED**  
08 MAR 10 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s. 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is GLOBAL CAPITAL ADVISORS GROUP, INC.

2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on October 17, 2006.

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated is Florida.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Global Capital Advisors Group, LLC.

5. This conversion is effective under the laws governing the limited liability company upon approval by the Florida Secretary of State.

Signed this 6<sup>th</sup> day of March, 2008.

Signature of Authorized Person: \_\_\_\_\_

  
Justin D. Molin, Director/Manager

**ARTICLES OF ORGANIZATION  
OF  
GLOBAL CAPITAL ADVISORS GROUP, LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is GLOBAL CAPITAL ADVISORS GROUP, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal and mailing address of the Company is:

400 Clematis Street  
Suite 205  
West Palm Beach, FL 33401

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 as the street address of the initial registered office of the Company and names Corporate Creations Network, Inc. as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV**

**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V**

**PURPOSE**

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SECRETARY OF STATE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

## **ARTICLE VI**

### **MANAGERS**

The names and addresses of the initial Managers of the Company is:

Justin R. DalMolin  
400 Clematis Street  
Suite 205  
West Palm Beach, FL 33401

Paul Braungart  
400 Clematis Street  
Suite 205  
West Palm Beach, FL 33401

## **ARTICLE VII**

### **ADDITIONAL MEMBERS**

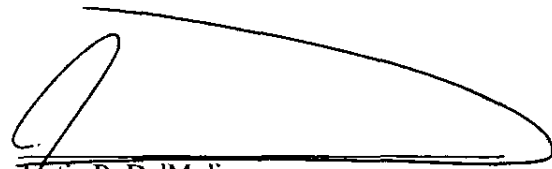
Additional Members may be admitted upon the unanimous written consent of the then existing Members, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

## **ARTICLE VIII**

### **OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 6<sup>th</sup> day of March, 2008.

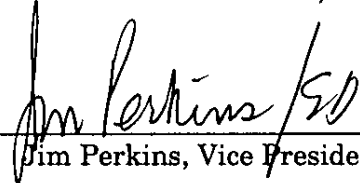
  
Justin R. DalMolin,  
Duly Authorized Representative of the  
Members

## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for GLOBAL CAPITAL ADVISORS GROUP, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 6<sup>th</sup> day of March, 2008.

Corporate Creations Network, Inc.

By: \_\_\_\_\_

 /s/

Jim Perkins, Vice President

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