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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**news era advisors, llc**

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**T. HAMPTON**

MAY 19 2008

**EXAMINER**

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**ARTICLES OF ORGANIZATION**

**OF**

**New Era Advisors, 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 New Era Advisors, LLC, a limited liability company (the "Company").

**ARTICLE II - ADDRESS**

(a) The principal address of the Company shall be 6423 Collins Avenue, #205, Miami Beach, FL 33141.

(b) The mailing address of the Company shall be 6423 Collins Avenue, #205, Miami Beach, FL 33141.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these articles of organization are filed with 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 Baine Leon, 6423 Collins Avenue, #205, Miami Beach, FL 33141.

**ARTICLE V - INITIAL MEMBERS**

The Company shall have the following Initial Members. The membership interest, voting rights, rights to distributions and all other rights and duties of the members shall be set forth in and described in the Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement"). The Initial Members and their designations are as follows:

Baine Leon

Member

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Elizabeth Samudex

Member

#### **ARTICLE VI - CAPITAL CONTRIBUTIONS**

The member(s) of the company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement on file at the principal office of the Company (the "Operating Agreement").

#### **ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only on the consent of the member(s) as set forth in the Operating Agreement.

#### **ARTICLE VIII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

#### **ARTICLE IX - MANAGEMENT**

The Company shall be managed by a manager or managers in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the member(s) for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating Agreement, if any, shall determine the manner in which the Manager(s) are elected and appointed, and may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Articles of Organization. The name and address of the Initial Manager of the Company is:

Baine Leon

6423 Collins Avenue, 205  
Miami Beach, FL 33141

#### **ARTICLE IX - 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.

#### **ARTICLE X - INDEMNIFICATION**

The Company shall indemnify each Member, Manager and Organizer of the

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Company against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a Member, Manager and/or Organizer of the Company to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 12<sup>th</sup> day of May, 2008.

  
by Brian Leon as Authorized Representative

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
Brian Leon, Registered Agent

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