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To:

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Account Number : 120040000145  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Wilshire Capital, L.L.C.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
WILSHIRE CAPITAL, L.L.C.**

The undersigned acting as organizer of WILSHIRE CAPITAL, L.L.C., under the Florida Limited Liability Company Act, adopts the following Articles of Organization for said limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company shall be WILSHIRE CAPITAL, L.L.C. (the "Company").

**ARTICLE II  
DURATION**

This Company shall exist perpetually, unless dissolved according to law or as set forth in any Operating Agreement adopted by the Company.

**ARTICLE III  
PURPOSE**

The Company is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida or more specifically set forth in any Operating Agreement adopted by the Company, with the powers described in the Florida Limited Liability Company Act and as set forth in the Operating Agreement adopted by the Company.

**ARTICLE IV  
BUSINESS ADDRESS/MAILING ADDRESS**

The address of the place of business of the Company shall be 4000 Treadwater Court, Naples, Florida 34109. The mailing address of the Company shall be 4000 Treadwater Court, Naples, Florida 34109.

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ARTICLE V  
REGISTERED AGENT

The name and address of the Company's initial registered agent and registered office is Jeffrey R. Robinson, 4000 Treadwater Court, Naples, Florida 34109.

ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company upon the consent of and approval of the members as set forth in any Operating Agreement adopted by the Company, and then only upon the condition that a new member be bound by and become a party to any Operating Agreement adopted by the company. The initial members and their mailing addresses are as follows:

Jeffrey R. Robinson  
4000 Treadwater Court  
Naples, Florida 34109

Lawrence A. Schiavi  
9199 Beechmeadow Court  
Clarence Center, New York 14032

Louis Daniel Mendez  
84 Midland  
Buffalo, New York 14225

George T. Bechakas  
20 Muegel Road  
East Amherst, New York 14051

Mark Kolepp  
71 Grove Street  
Tonawanda, New York 1150

ARTICLE VII  
DISSOLUTION, CONTINUATION

The members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the Company as provided in any Operating Agreement adopted by the Company.

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ARTICLE VIII  
ADDITIONAL PROVISIONS

The effective date of this limited liability company shall be upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 14<sup>th</sup> day of July, 2008.

By: Jeffrey R. Robinson  
Jeffrey R. Robinson, Member

Prepared by:  
Kent A. Skrivan, Esq.  
801 Laurel Oak Drive, Ste. 705  
Naples, Florida 34108  
(239) 597-4500  
Bar #0893552

In accordance with Section 608.408, Florida Statutes the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

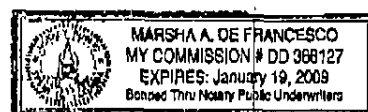
STATE OF FLORIDA )  
 ) ss.  
COUNTY OF COLLIER )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared JEFFREY R. ROBINSON, to me known to be the person described in and who executed the foregoing Articles of Organization of WILSHIRE CAPITAL, L.L.C. Jeffrey R. Robinson is            personally known to me or has produced                                  as identification.

WITNESS my hand and official seal in the County and State named above, this 14<sup>th</sup> day of July, 2008.

Mark A. Johnson  
Notary Public  
My Commission Expires: 11/03/2017

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

In compliance with Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the Limited Liability Company is WILSHIRE CAPITAL, L.L.C
2. The name and address of the registered agent and registered office is:

Jeffrey R. Robinson  
4000 Treadwater Court  
Naples, Florida 34109

By: 

JEFFREY R. ROBINSON, Member

**ACCEPTANCE:**

Having been named as registered agent and to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

  
Jeffrey R. RobinsonSECRETARY OF STATE  
TALLAHASSEE FLORIDA

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