

Florida Department of State
 Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 617-6383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
 Phone : (305) 634-3694
 Fax Number : (305) 633-9696

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 SECRETARY OF STATE
 TALAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

berenfeld capital markets, llc

Certificate of Status	0
Certified Copy	1
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D. BRUCE

AUG 4 2008

EXAMINER

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Berenfeld Capital Markets, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

2525 Ponce De Leon Blvd., 5th Floor

Coral Gables, Florida 33134

Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Emery B. Sheer

Name

2525 Ponce De Leon Blvd., 5th Floor

Florida street address (P.O. Box NOT acceptable)

Coral Gables FL 33134

City, State, and Zip

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Emery B. Sheer

2525 Ponce De Leon Blvd., 5th Floor

Coral Gables, Florida 33134

MGRM

Kevin Gordon


2525 Ponce De Leon Blvd., 5th Floor

Coral Gables, Florida 33134

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Emery B. Sheer

Typed or printed name of signer

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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