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

From: Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

PROSPECT CAPITAL GROUP, LLC

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**ARTICLES OF ORGANIZATION OF
PROSPECT CAPITAL GROUP, LLC**

ARTICLE I

Name

The name of the Limited Liability Company (the "Company") is:

PROSPECT CAPITAL GROUP, LLC

ARTICLE II

Address

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

One Market Plaza
Steuart Tower, Suite 2650
San Francisco, CA 94105

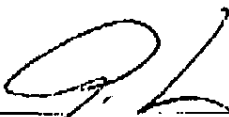
ARTICLE III

Registered Agent and Registered Office

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

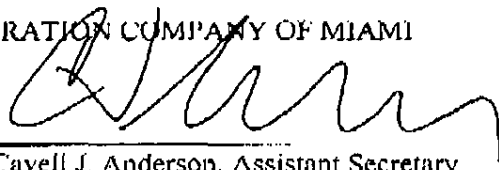
Corporation Company of Miami
201 South Biscayne Boulevard (GR)
Suite 1500
Miami, Florida 33131

Date: October 24, 2008

By: 
Geoffrey Randall, Authorized Representative

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

CORPORATION COMPANY OF MIAMI

By: 
Cavell J. Anderson, Assistant Secretary

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