

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.**MORGAN GROUP MANAGEMENT, LLC**

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**ARTICLES OF ORGANIZATION
OF
MORGAN GROUP MANAGEMENT, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be Morgan Group Management, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 777 Yamato Road, Suite 300, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is 777 Yamato Road, Suite 300, Boca Raton, Florida 33431. The initial registered agent at that address is William P. McCauley.

ARTICLE IV

This limited liability company shall commence its existence as of the execution hereof on October 31, 2008, and shall exist perpetually thereafter unless sooner dissolved.

ARTICLE V

The limited liability company shall be a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31st day of October.

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William P. McCauley, as Manager

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Fax Audit No. H08000247433 3**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.


FIRST -- The name of the limited liability company is Morgan Group Management, LLC.

SECOND -- The name and address of the registered agent and office is:

William P. McCauley
777 Yamato Road, Suite 300
Boca Raton, Florida 33431

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.

Dated this 31ST day of OCT, 2008.



William P. McCauley, as Registered Agent

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