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1/2/09

B. KOHR

DEC 30 2008

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Alliance Partners, LLC

EFFECTIVE DATE

1/2/09

Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

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RA Resignation

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Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Signature

Requested by: Seth

Date

Time

Name

1/2/09 3:08

EFFECTIVE DATE 1/2/09

FILED
08 DEC 29 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Alliance Partners, LLC
Articles of Organization

PLEASE FILE STAMP Dec 29th at 4:55pm

EFFECTIVE DATE 1/2/09

FILED
08 DEC 29 PM 4:55
SECTION OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ALLIANCE PARTNERS OF SOUTH FLORIDA, LLC**

The undersigned initial members of ALLIANCE PARTNERS OF SOUTH FLORIDA, LLC, a Florida limited liability company formed hereunder (the "Company") hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of the Company is: ALLIANCE PARTNERS OF SOUTH FLORIDA, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and may continue perpetually or unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is:

615 North Ocean Boulevard
Delray Beach, Florida 33483

ARTICLE IV. STREET ADDRESS OF COMPANY

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

615 North Ocean Boulevard
Delray Beach, Florida 33483

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Georganne Goldblum
615 North Ocean Boulevard
Delray Beach, Florida 33483

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members only upon the affirmative vote of a majority of the members of the Company in attendance at a duly called meeting of the members or by written consent of a majority of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established by the members, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules and regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights, powers and obligations and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement adopted by the Company, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement adopted by the Company. If an assignee becomes a member of the Company, the assignor is not to be released from its liability or obligations to the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless otherwise provided in the Company's Operating Agreement, or unless a majority of the other members elect to continue the Company either upon the affirmative vote of such other members, which vote is taken at a duly called meeting of the members or by written consent of such other members of the Company.

ARTICLE IX. MANAGEMENT

The Company shall be managed by its initial members as set forth below and by no others unless otherwise provided in the Company's Operating Agreement:

Georganne Goldblum, Managing Member, Chief Executive Officer,
615 N Ocean Blvd, Delray Beach, FL 33483

Richard Edick, Manager, Secretary, and Chief Financial Officer,
615 N Ocean Blvd, Delray Beach, FL 33483

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his contribution to capital except as may be provided in the Company's Operating Agreement then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. EFFECTIVE DATE

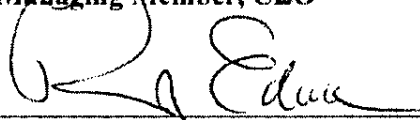
The effective date is Friday January 2, 2009

IN WITNESS WHEREOF, and 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 hereon are true, the undersigned initial members have executed the foregoing Articles of Organization this 23rd day of December, 2008.

INITIAL MEMBERS



GEORGANNE GOLDBLUM
Managing Member, CEO



RICHARD EDICK
Manager, Secretary, CFO

See Registered Agent form on next page

**CERTIFICATE ACCEPTING DESIGNATION AS
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, ALLIANCE PARTNERS OF SOUTH FLORIDA, LLC submits the following statement to designate a registered office and registered agent in the State of Florida:

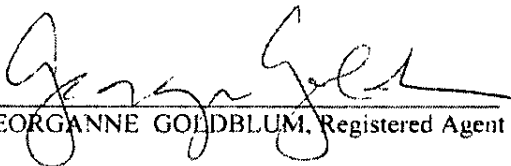
1. The name of the limited liability company is:

ALLIANCE PARTNERS OF SOUTH FLORIDA, LLC

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

Georganne Goldblum
615 North Ocean Boulevard
DeFray Beach, Florida 33483

The undersigned, being the person named in the Articles of Organization of ALLIANCE PARTNERS OF SOUTH FLORIDA, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and 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 her duties, and is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 608, F.S..


GEORGANNE GOLDBLUM, Registered Agent

Dated: December 23, 2008