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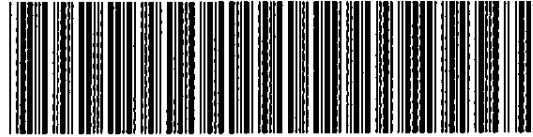
(Business Entity Name)

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RECEIVED  
09 FEB - 6 PM 2:49  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
09 FEB - 6 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

FEB - 6 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: RICKY SOTO  
DATE: 02/06/2009  
REF. #: 001646.99706  
CORP. NAME: MADISON AVENUE PARTNERS, LLC

FILED  
09 FEB - 6 PM 3:35  
TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 579203 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☒ CERTIFIED COPY      ☐ CERTIFICATE OF GOOD STANDING      ☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
MADISON AVENUE PARTNERS, LLC  
A Florida Limited Liability Company**

FILED  
09 FEB -6 PM 3:35  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name**

The name of the limited liability company is **MADISON AVENUE PARTNERS, LLC** (the "Company").

**ARTICLE II - Principal Office**

The mailing address and street address of the principal office of the Company is 401 East Las Olas Boulevard, Suite 1120, Ft. Lauderdale, Florida 33301.

**ARTICLE III - Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE IV - Management**

The Company is to be managed by the co-managers and the name and address of the initial co-managers are:

David Boden  
401 East Las Olas Boulevard, Suite 1650  
Ft. Lauderdale, Florida 33301

Howard Gruverman  
401 East Las Olas Boulevard, Suite 1120  
Ft. Lauderdale, Florida 33301

**ARTICLE V - Admission of Additional Members**

The Company shall have at least one (1) member. The limited liability company may admit additional members in accordance with the provisions of the operating agreement of the Company.

**ARTICLE VI - Member's Right to Continue Business**

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the member.

  
KARI ROSENFELD, Authorized Representative


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

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **MADISON AVENUE PARTNERS, LLC**.
2. The name and Florida street address of the limited liability company's registered agent is Rothstein Rosenfeldt Adler, 401 East Las Olas Boulevard, Suite 1650, Ft. Lauderdale, Florida 33301.

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by this certificate, 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 the obligations of its position as a registered agent.*

**ROTHSTEIN ROSENFELDT ADLER**

By:   
Print Name: David J. Adler  
Title: GC