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TALLAHASSEE FLORIDA

MAR 2 7 2009

7400 Baymeadows Way, Suite 106
Jacksonville, FL 32256

Robert B. Wallace
Attorney at Law

(904) 733-5190
Fax (904) 733-9602

March 25, 2009

Corporate Records Bureau
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

Dear Sirs:

I am sending to your office Articles of Organization. Pursuant to Florida Statutes, I am enclosing the following $155.00.

Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,

Robert B. Wallace
Attorney at Law

RBW/dlc
Enclosures

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION

OF

GSH CAPITAL GROUP, LLC

The undersigned are natural persons competent to contract and hereby form a Limited Liability Company under the Florida Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this Limited Liability Company is GSH Capital Group, LLC and its principal office is located at 265 Brookchase Lane West, Jacksonville, FL 32225.

ARTICLE II. DURATION AND EFFECTIVE DATE

This Limited Liability Company shall exist for a period of thirty years effective on execution of these articles.

ARTICLE III. PURPOSE

This Limited Liability Company is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. POWERS

This Limited Liability Company shall have all and singular the following powers:

To invest the funds of the Limited Liability Company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of the Limited Liability Company's business.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, corporation, or Limited Liability Company, and to carry on any business which this Limited Liability Company has the direct or incidental authority to pursue.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a thrift and savings plan, or (4) other retirement or incentive compensation plan.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Limited Liability Company enumerated in these Articles of Organization, or any amendment to it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Limited Liability Company.

To have, in furtherance of the organization's purpose, all of the powers conferred upon Limited Liability Companies organized under the Florida Limited Liability Company Act subject to any limitations contained in these articles of organization.

V. POWERS

This Limited Liability Company shall have all and singular the following powers:

To invest the funds of the Limited Liability Company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of the Limited Liability Company's business.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, corporation, or Limited Liability Company, and to carry on any business which this Limited Liability Company has the direct or incidental authority to pursue.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a thrift and savings plan, or (4) other retirement or incentive compensation plan.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Limited Liability Company enumerated in these Articles of Organization, or any amendment to it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Limited Liability Company.

To have, in furtherance of the organization's purpose, all of the powers conferred upon Limited Liability Companies organized under the Florida Limited Liability Company Act subject to any limitations contained in these articles of organization.

ARTICLE V. MANAGEMENT

The Limited Liability Company shall be a manager-managed company. The managment of the Limited Liability Company shall be vested in Azad H. Rafat.

ARTICLE VI. OFFICERS

Thez initial officers of the corporation who shall hold office for the ensuing year until their respective successors are chosen and qualify are:

Azad H. Rafat President

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless each member consents in writing to the admission of the additional member.

ARTICLE VIII. MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurance of any other event which terminates the continued membership of a member in the Limited Liability Company. Such right shall be exercised by the written consent of all remaining members within 90 days after the date of occurance of any event which terminates this Limited Liability Company.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Limited Liability Company is 7400 Baymeadows Way #106, Jacksonville, FL 32256 and the name of the initial registered agent of this Limited Liability Company at that address is Robert Wallace. The members shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE X. REGULATIONS

The managers of this Limited Liability Company shall have the sole power to adopt, amend or repeal regulations for the management of this Limited Liability Company.

ARTICLE XI. AMENDMENT

These Articles of Organization may be amended by the affirmative vote of sixty percent (60%) of the members of this Limited Liability Company.

IN WITNESS WHEREOF the undersigned members have executed these Articles of Organization on March 11, 2009.

Azad H. Rafat

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA

1. The name of the Limited Liability Company is GSH CAPITAL GROUP, LLC

2. The name and address of the registered agent and office is:

Robert Wallace

located at: 7400 Baymeadows Way #106
Jacksonville, FL 32256

ACKNOWLEDGEMENT:

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.

Robert Wallace

Robert Wallace

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