

Division of Corporations

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**L09000042412**Florida Department of State  
Division of Corporations  
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## To:

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Fax Number : (850)617-6383

## From:

Account Name : QUARLES & BRADY LLP  
Account Number : I20000000067  
Phone : (239)262-5959  
Fax Number : (239)434-4999FILED  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## CAPITAL WEALTH ADVISORS, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

J. BRYAN

MAY - 4 2009

EXAMINER

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**ARTICLES OF ORGANIZATION  
OF  
CAPITAL WEALTH ADVISORS, LLC**

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The undersigned authorized agent of the initial Members of the limited liability company hereby certifies that the Members, for the purpose of forming a limited liability company under the laws of the State of Florida, provided for the formation, rights, privileges, and immunities of a limited liability company for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company shall be Capital Wealth Advisors, LLC (the "Company").

**ARTICLE II  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be: 787 5th Avenue South, Naples, Florida, 34102.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Naples-Lawdock, Inc., 1395 Panther Lane, Suite 300, Naples, Florida 34109.

**ARTICLE IV  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Agreement.

**ARTICLE V  
MANAGEMENT**

The Company shall be member-managed in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law, this Instrument and the Florida Limited Liability Company Act.

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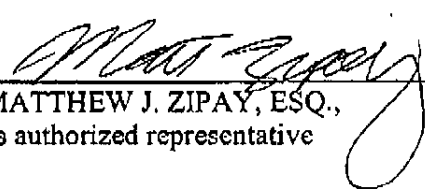
ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP

The initial Members shall have the right to admit new Members upon making such contributions as are set out in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII  
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or other dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, the existence of the Company shall continue.

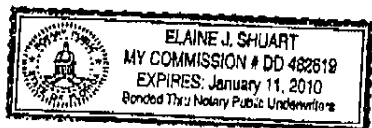
Executed by the undersigned at Naples, Florida on the 1st day of May, 2009.

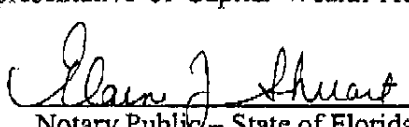
  
MATTHEW J. ZIPAY, ESQ.,  
as authorized representative

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME the undersigned authority, this 1st day of May, 2009, personally appeared MATTHEW J. ZIPAY, ESQ., as authorized representative of Capital Wealth Advisors, LLC, who is personally known to me.

(SEAL)



  
Notary Public - State of Florida  
Printed Name: ELAINE J. STUART  
My commission expires: 1/11/10

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

THE NAME OF THE LIMITED LIABILITY COMPANY IS CAPITAL WEALTH ADVISORS, LLC.

THE NAME OF THE INITIAL REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY IS NAPLES-LAWDOCK, INC., AND THE ADDRESS OF THE OFFICE OF THE REGISTERED AGENT IS 1395 PANTHER LANE, SUITE 300, NAPLES, FLORIDA 34109.

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being named in the Articles of Organization of Capital Wealth Advisors, 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 its duties, and is familiar with and accept the obligations of the position of Registered Agent.

Date: May 1, 2009

NAPLES LAW-DOCK, INC.,  
A Florida Corporation

By: 

Kimberly Leach Johnson,  
as Secretary

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**AUTHORIZATION FOR USE OF LIMITED LIABILITY COMPANY NAME**

TO WHOM IT MAY CONCERN:

In accordance with the requirements of §608.406(2), Florida Statutes (2008), I, WILLIAM N. BEYNON, as President of Capital Wealth Advisors, Inc., hereby authorize the use of the name "Capital Wealth Advisors, LLC," and request the Florida Secretary of State to accept and certify the Articles of Organization for Capital Wealth Advisors, LLC.

**CAPITAL WEALTH ADVISORS, INC.,**  
a Florida corporation

By: \_\_\_\_\_

WILLIAM N. BEYNON,  
Its: President

Dated April 13, 2009

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