

Division of Corporations

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# L09000052231

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From:

*Angelica M. Chiru, Paralegal*  
Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP  
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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

### JMGS 1 CAPITAL, LLC

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**ARTICLES OF ORGANIZATION**

**JMGS 1 CAPITAL, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is JMGS 1 CAPITAL, LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office address of the Company is:

2333 Brickell Avenue  
Suite A-1  
Miami, Florida 33129

The mailing address of the Company is:

c/o Alexandra de la Asuncion, Esq.  
2333 Brickell Avenue  
Suite A-1  
Miami, Florida 33129

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

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

Law Offices of Alexandra de la Asuncion, P.A.  
2333 Brickell Avenue  
Suite A-1  
Miami, Florida 33129

**ARTICLE IV**

**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an operating agreement for the Company shall be vested in the Members of the Company.

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**ARTICLE V  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by the Members. The Members shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Members shall serve in such capacity until their successor(s) are admitted.

The name and address of the Members is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Member	Trans Global Capital L.L.C. 5959 Collins Avenue #1404 Miami, Fl 33140
Member	Sunrise Capital Partners, LLC 1401 Brickell Avenue #440 Miami, Fl 33131
Member	Michael A. Stein Revocable Trust 370 Minorca Avenue Suite 11 Coral Gables, Fl 33134

**ARTICLE VI  
DURATION AND CONTINUATION**

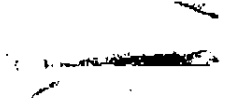
The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, if applicable or (ii) by the written agreement of a majority of ownership interest if the Company.

**ARTICLE VII  
PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VIII  
ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.



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IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Organization as of the 29 day of MAY, 2009.

Alexandra de la Asuncion  
Duly Authorized Representative of a Member


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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for **JMGS 1 CAPITAL, LLC** to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 29 day of MAY, 2009.

Law Offices of Alexandra de la Asuncion, P.A.

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

Print Name: Alexandra de la Asuncion  
Title: President

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