

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000069384
FILED 8:00 AM
July 17, 2009
Sec. Of State
clewis

Article I

The name of the Limited Liability Company is:
GROVEBAY FINANCIAL, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
7385 SW 87TH AVENUE
SUITE 100
MIAMI, FL. 33173

The mailing address of the Limited Liability Company is:
7385 S.W. 87TH AVENUE
SUITE 100
MIAMI, FL. 33173

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
MARCOS CRUZ
7385 SW 87TH AVENUE
SUITE 100
MIAMI, FL. 33173

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.

Registered Agent Signature: MARCOS CRUZ

Article V

The name and address of managing members/managers are:

Title: MGRM
MARCOS CRUZ
7385 SW 87TH AVENUE, SUITE 100
MIAMI, FL. 33173

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Article VI

The effective date for this Limited Liability Company shall be:

07/17/2009

Signature of member or an authorized representative of a member

Signature: MARCOS CRUZ

Jul. 20. 2009 5:57AM

No. 1823 P. 2



GROVEBAY FINANCIAL

L09000069384

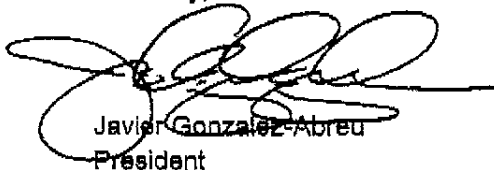
July 17, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

Please accept this letter as Grovebay Financial, Inc's consent to Marcos Cruz registering Grovebay Financial, LLC as an entity with the Florida Division of Corporations. If you have any questions, please feel free to contact me at 305-804-8233 or jabreu@grovebay.com.

Sincerely,



Javier Gonzalez-Abreu
President

Jul. 20. 2009 5:57AM

No. 1823 P. 3

Javier Abreu

From: Marcos Cruz [mcruz@grovebay.com]
Sent: Monday, July 20, 2009 9:21 AM
To: JAVIER GONZALEZ ABREU
Subject: Fw: Corporate Filing - 200158621942

Read below!

-----Original Message-----

From: limitedonline@dos.state.fl.us
To: MARCOS CRUZ
Subject: Corporate Filing - 200158621942
Sent: Jul 20, 2009 5:06 AM

Document Number: W09000032945
Entity Name: GROVEBAY FINANCIAL, LLC
Tracking Number: 200158621942
Pin Number: 1942

We received your online transmitted document. However, the document has not been filed for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding "of Florida" or "Florida" to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org. Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC."

The document number of the name conflict is P99000066572.

To make the necessary corrections to your filing, return to our website at www.sunbiz.org and click on "E-Filing Services", and then choose the type of filing you are trying to correct.

Pull down the vertical scroll bar until you see the two blocks entitled "Tracking Number" and "Pin Number," which are located on the right hand side of the page. Next, enter your tracking number and pin number. Both of these numbers are listed in the top portion of this email. Next, simply click on "update filing" to access the document you previously submitted to our office.

Please disregard this letter if you have contacted our office and were advised how to correct your document online.

Jul. 20. 2009 5:57AM

No. 1823 P. 4

If you have any questions concerning your filing please call 850-245-6047.

Carolyn Lewis
Regulatory Specialist II~~~~~
Registration/Qualification Section

Letter Number: 090720090605-200158621942

Please take a few minutes to provide feedback on the quality of service you received from our staff. The Florida Department of State values your feedback as a customer. Kurt Browning, Florida's Secretary of State, is committed to continuously assessing and improving the level and quality of services provided to you. Simply click on the link to the "DOS Customer Satisfaction Survey." Thank you in advance for your participation.

DOS Customer Satisfaction Survey:
<http://survey.dos.state.fl.us/index.aspx?email=LimitedOnline@dos.state.fl.us>

Sent via BlackBerry by AT&T

Select Year: 2008

The 2008 Florida Statutes

[Title XXXVI](#) [Chapter 608](#) [View Entire Chapter](#)
BUSINESS ORGANIZATIONS LIMITED LIABILITY COMPANIES
608.406 Limited liability company name.--

(1) A limited liability company name:

(a) Must contain the words "limited liability company," the abbreviation "L.L.C.," or the designation "LLC" as the last words of the name of every limited liability company formed under the provisions of this chapter. The word "limited" may be abbreviated as "Ltd.," and the word "company" may be abbreviated as "Co." Omission of the words "limited liability company," the abbreviation "L.L.C.," or the designation "LLC" in the use of the name of the limited liability company shall render any person who knowingly participates in the omission, or knowingly acquiesces in the omission, liable for any indebtedness, damage, or liability caused by the omission.

(b) May not contain language stating or implying that the limited liability company is organized for a purpose other than that permitted in this chapter and its articles of organization.

(c) May not contain language stating or implying that the limited liability company is connected with a state or federal government agency or a corporation or other entity chartered under the laws of the United States.

(2) The name of the limited liability company must be distinguishable on the records of the Division of Corporations of the Department of State, except for fictitious name registrations filed pursuant to s. 865.09 and general partnership registrations filed pursuant to s. 620.8105; however, a limited liability company may register under a name that is not otherwise distinguishable on the records of the Division of Corporations with written consent of the owner entity provided the consent is filed with the Division of Corporations at the time of registration of such name.

(3) The name of the limited liability company shall be filed with the Department of State for public notice only and shall not alone create any presumption of ownership beyond that which is created under the common law.

(4) In the case of any limited liability company in existence prior to July 1, 2007, and registered with the Division of Corporations, the requirement in this section that the name of the entity be distinguishable from the names of other entities and filings shall not apply except when the limited liability company files documents on or after July 1, 2007, that would otherwise have affected its name.

History.--s. 2, ch. 82-177; s. 8, ch. 93-284; s. 11, ch. 98-101; s. 1, ch. 99-315; s. 1, ch. 2007-134.