

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

L09000122849
FILED 8:00 AM
December 29, 2009
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:

MORGAN STACHS LLC

Article II

The street address of the principal office of the Limited Liability Company is:

7910 HARBOR ISLAND DRIVE
#1211
MIAMI, FL. 33141

The mailing address of the Limited Liability Company is:

7910 HARBOR ISLAND DRIVE
#1211
MIAMI, FL. 33141

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:

MANUEL J VADILLO ESQ.
11402 NW 41ST STREET
SUITE 202
MIAMI, FL. 33178

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: MANUEL J. VADILLO

Article V

The name and address of managing members/managers are:

Title: MGR
DAVID JOURDAN
15525 SW 83RD AVENUE
MIAMI, FL. 33157

Title: MGR
MORGAN STACHS INTERNATIONAL LTD.
P.O. BOX 687, THE VALLEY
ANGUILA, BRITISH WEST INDIES, AN. BWI

Signature of member or an authorized representative of a member

Signature: DAVID JOURDAN

L09000122849
FILED 8:00 AM
December 29, 2009
Sec. Of State
gmcleod