

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.

Highcap Group LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
HIGHCAP GROUP LLC**

**ARTICLE I
NAME**

The name of the Limited Liability Company is: Highcap Group LLC

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is:
525 Avellino Isles Circle, Suite 33102, Naples, Florida 34119.

**ARTICLE III
DURATION**

The period of duration of the Limited Liability Company shall be perpetual or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

**ARTICLE IV
PURPOSE**

The purpose of the Company is to engage in any and/or all lawful business(es).

**ARTICLE V
MANAGEMENT**

The Limited Liability Company is to be managed by its Managers, whose names and addresses are as follows, and who shall serve until their successors are elected or appointed:

Ronald W. Hofer
525 Avellino Isles Circle #33102
Naples, Florida 34119

Duncan D. McCullay
525 Avellino Isles Circle #33102
Naples, Florida 34119

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

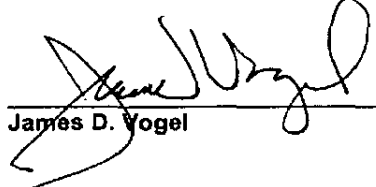
Upon approval by the Members pursuant to the terms of the operating agreement or applicable statutes, the company is authorized to issue additional Units in the company and to admit Additional Members to the Company.

**ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

The remaining members of the Company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

These Articles are executed this 8th day of March, 2010 by an undersigned Member or authorized agent of a Member of the Company, pursuant to Florida Limited Liability Company Act, Florida Statute §608.401 et seq.

AUTHORIZED REPRESENTATIVE OF MEMBER:


James D. Vogel

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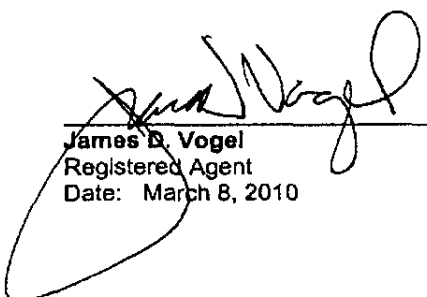
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 PR 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: Highcap Group LLC
2. The name and address of the registered agent and office is:

James D. Vogel
3936 Tamiami Trail North
Suite B
Naples, Florida 34103

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.


James D. Vogel
Registered Agent
Date: March 8, 2010

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