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EXAMINER

# HINSHAW

& CULBERTSON LLP

March 19, 2010

**ATTORNEYS AT LAW**

One East Broward Blvd.  
Suite 1010  
Ft. Lauderdale, FL 33301

954-467-7900  
954-467-1024 (fax)  
www.hinshawlaw.com

**VIA UPS**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Group Nexus, LLC

Dear Madam/Sir:

Please be advised that the undersigned represents the Initial Manager of the GROUP NEXUS, LLC.

Enclosed herein for filing is the original executed Articles of Organization of GROUP NEXUS, LLC, together with the signed Certificate of Designation of Registered Agent/Registered Office.

Also enclosed please find a check payable to the Florida Department of State in the amount of \$125.00 representing filing fees (\$100.00) and Registered Agent Designation fee (\$25.00).

Please process the enclosed Articles of Organization and forward your correspondence to my office indicating that the above named organization has been formed.

If you have any questions, please feel free to contact me. Thank you.

Very truly yours,

HINSHAW & CULBERTSON LLP

  
Linda L. Snelling  
lsnelling@hinshawlaw.com

**SIGNED IN ATTORNEY'S  
ABSENCE TO AVOID DELAY**

LLS:rrk

Enclosures

cc: Mr. Stewart Wallach

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SECRETARY OF STATE

**ARTICLES OF ORGANIZATION  
OF  
GROUP NEXUS, LLC**

**ARTICLE I  
NAME**

The name of this Corporation shall be:

**GROUP NEXUS, LLC**

**ARTICLE II  
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE III  
PURPOSE AND POWERS**

Except as restricted by the Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

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**ARTICLE IV  
PRINCIPAL OFFICE ADDRESS**

The mailing address and the street address of the principal office of this limited liability company shall be 350 Jim Moran Blvd., Suite 122, Deerfield Beach, Florida 33442.

**ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE ADDRESS**

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

Linda L. Snelling  
One East Broward Blvd., Suite 1010  
Ft. Lauderdale, FL 33301

ARTICLE VI  
ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by the unanimous vote of the existing members.

ARTICLE VII  
INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

STEWART WALLACH, Trustee of the Stewart Wallach Declaration of Trust  
dated June 19, 2001, as amended and restated  
6094 Via Crystalle  
Delray Beach, Florida 33484

The initial manager shall serve until the first annual meeting or until his successor is elected and qualified or until his death or resignation.

ARTICLE VIII  
REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX  
MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X  
AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 18 day of March, 2010.




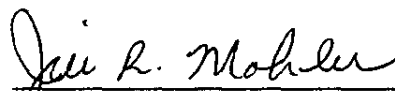
**STEWART WALLACH**, Trustee of the  
Stewart Wallach Declaration of Trust dated  
June 19, 2001, as amended and restated  
Authorized Representative of the Members

STATE OF FLORIDA           )  
  :§  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 18th day of March, 2010, by **STEWART WALLACH**, Trustee of the Stewart Wallach Declaration of Trust dated June 19, 2001, as amended and restated, on behalf of **GROUP NEXUS, LLC**, who is  
☒ personally known to me, or  
☐ who produced \_\_\_\_\_ as identification.

and who did take an Oath.

NOTARY PUBLIC-STATE OF FLORIDA  
 **Jill R. Mohler**  
Commission #DD662961  
Expires: APR. 12, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

  
\_\_\_\_\_  
Notary Public, State of Florida

JILL R. MOHLER  
\_\_\_\_\_  
Print Name of Notary Public

My Commission Expires: 4/12/2011

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TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE

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


The name of the limited liability company is **GROUP NEXUS, LLC.**

The name and address of the registered agent and office is:

**Linda L. Snelling  
One East Broward Blvd., Suite 1010  
Ft. Lauderdale, FL 33301**

Having been named as registered agent and to accept service of process for the above named 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.

Dated this 19<sup>th</sup> day of March, 2010.

  
LINDA L. SNELLING  
Registered Agent

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TALLAHASSEE, FLORIDA

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