

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

**L10000118424
FILED 8:00 AM
November 12, 2010
Sec. Of State
clewis**

Article I

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

Article II

The street address of the principal office of the Limited Liability Company is:
90 SW 8TH STREET
SUITE 202
MIAMI, FL. US 33130

The mailing address of the Limited Liability Company is:
90 SW 8TH STREET
SUITE 202
MIAMI, FL. US 33130

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:
CURRAN & ASSOCIATES
4000 PONCE DE LEON BLVD.
SUITE 470
CORAL GABLES, FL. 33146

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: 'LAURENCE E. CURRAN'

Article V

The name and address of managing members/managers are:

Title: MGRM
JUAN J CASTILLO
90 SW 8TH STREET, SUITE 202
MIAMI, FL. 33130 US

Title: MGRM
WILBERT O BASCOM
90 SW 8TH STREET
MIAMI, FL. 33130 US

Signature of member or an authorized representative of a member

Signature: 'LAURENCE E. CURRAN'

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4000 Ponce de Leon Boulevard - Suite 470
Coral Gables, Florida 33146
305-777-0374
telefax 305-675-0548
email lecurran@lecurran.com

FACSIMILE TRANSMISSION SHEET

DATE: November 15, 2010

FROM: Laurence E. Curran

TO: Florida Department of State - Division of Corporations

ATTN: Ms. Carolyn Lewis - Regulatory Specialist

FACSIMILE NO: 850-245-6030

REFERENCE: Nodus Financial Holdings, LLC - Corporate Filing - 600187706556
Document Number W10000053242

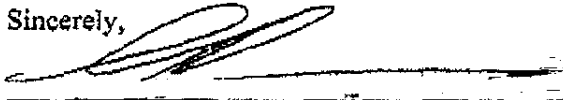
Dear Carolyn:

Thank you for taking the time to speak with me on Friday afternoon in regard to the registration of Nodus Financial Holdings, LLC. As I advised, I am the incorporator of that entity and previously on Tuesday, November 9, 2010, I filed with your office as the incorporator the articles of organization in regard to Nodus Financial Holdings, Inc. Copies of the emails from your office in regard to both filing are attached hereto. The principals for both entities are the same and I am counsel, incorporator and registered agent for both entities and I am and have been acting as the duly authorized representative of both entities and their principals at all relevant times.

As I said on Friday, the original filing for the corporation on Tuesday, November 9 was a mistake and I will soon be filing a Notice of Dissolution regarding Nodus Financial Holdings, Inc. on behalf of that entity. That company has not done any business, no shares have been distributed, etc. We should have filed originally just for the formation of the entity as a limited liability company.

For these reasons, I write to confirm the request made on Friday that the State of Florida permit the formation and registration of the limited liability company - Nodus Financial Holdings, LLC. Thank you for your time and consideration of this issue. Please do not hesitate to contact me at anytime if you have any questions.

Sincerely,



Laurence E. Curran
Authorized Representative of
Nodus Financial Holdings, Inc. and
Nodus Financial Holdings, LLC

THIS MESSAGE COMPRISES 3 PAGES INCLUDING THIS HEADER.

Notice of Confidentiality: This document and the documents accompanying this facsimile contain information from the law firm of Curran & Associates which is intended to be for the use of the individual or entity named on this transmission sheet and which may be confidential, privileged or attorney work product. If you are not the intended recipient, be aware that any disclosure, copying, distribution or use of the contents of this telefaxed information is strictly prohibited. If you receive this facsimile in error, please notify Laurence E. Curran, Esquire at Curran & Associates at once.

NOV-14-2010 21:58 FROM: CURRAN & ASSOCIATES 3056750548

TD:18502456030

P.2/3

Web-Based Email :: Print

11/12/10 4:53 PM

2/3

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Subject: Corporate Filing - 600187706556
From: limitedonline@dos.state.fl.us
Date: Fri, Nov 12, 2010 4:22 pm
To: <LECURRAN@LECURRAN.COM>

Document Number: W10000053242
Entity Name: NODUS FINANCIAL HOLDINGS, LLC
Tracking Number: 600187706556
Pin Number: 8556

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

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your document so that we may complete the filing process.

The document number of the name conflict is P10000092080.

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. Please allow 1-2 business days for your corrected document to be processed by this office.

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

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 101112162246-600187706556

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. Dawn K. Roberts, Florida Interim 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>

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NOV-14-2010 21:59 FROM: CURRAN & ASSOCIATES 3056750548

TO: 18502456030

P.3/3

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11/12/10 4:53 PM

3/3

[Print](#) | [Close Window](#)

Subject: Corporate Filing - 900187601259

From: coronilne@dos.state.fl.us

Date: Fri, Nov 12, 2010 11:05 am

To: <LECURRAN@LECURRAN.COM>

The Articles of Incorporation for NODUS FINANCIAL HOLDINGS, INC. were filed electronically on November 10, 2010, as verified by the letter and authentication number shown below and were assigned document number P10000092080. Please refer to this number whenever corresponding with this office.

Electronic filing and certification is provided for in section 15.16, Florida Statutes, and has the same legal effect as any other filing or certificate.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Justin Shivers
Regulatory Specialist II
New Filings Section

Division of Corporations - P.O. Box 6327 - Tallahassee, FL
32314

Letter Number: 101112110501-900187601259

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. Dawn K. Roberts, Florida Interim 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=Coronline@dos.state.fl.us>

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