

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

L10000124219
FILED 8:00 AM
December 02, 2010
Sec. Of State
ncausseaux

Article I

The name of the Limited Liability Company is:

BRC EQUITY PARTNERS I, LLC

Article II

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

200 WEST 15TH STREET
SUITE 5A
NEW YORK, NY. US 10011

The mailing address of the Limited Liability Company is:

200 WEST 15TH STREET
SUITE 5A
NEW YORK, NY. US 10011

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:

BILL MCFARLAND
2930 DEL PRADO SOUTH
SUITE A
CAPE CORAL, FL. 33904

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: BILL MCFARLAND

Article V

The name and address of managing members/managers are:

Title: MGR
BLUE RIVER CAPITAL, LLC
200 WEST 15TH STREET, SUITE 5A
NEW YORK, NY. 10011 US

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Article VI

The effective date for this Limited Liability Company shall be:

12/02/2010

Signature of member or an authorized representative of a member

Signature: BILL MCFARLAND