

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

L10000129358
FILED 8:00 AM
December 20, 2010
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:
CLEMCAP ADVISORS LLC

Article II

The street address of the principal office of the Limited Liability Company is:
3232 CORAL WAY
SUITE 509
CORAL GABLES, FL. US 33145

The mailing address of the Limited Liability Company is:
3232 CORAL WAY
SUITE 509
CORAL GABLES, FL. US 33145

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:
JASON CLEMENS
3232 CORAL WAY
SUITE 509
CORAL GABLES, FL. 33145

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: JASON CLEMENS

Article V

The name and address of managing members/managers are:

Title: MGRM
BIANCA VITALE
3232 CORAL WAY, SUITE 509
CORAL GABLES, FL. 33145 US

Title: MGRM
JASON CLEMENS
3232 CORAL WAY, SUITE 509
CORAL GABLES, FL. 33145 US

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Article VI

The effective date for this Limited Liability Company shall be:

01/05/2011

Signature of member or an authorized representative of a member

Signature: JASON CLEMENS