

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

L17000111108
FILED 8:00 AM
May 19, 2017
Sec. Of State
cmwood

Article I

The name of the Limited Liability Company is:

MIDTOWN CAPITAL ADVISORS INCOME FUND LLC

Article II

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

175 SW 7TH STREET
SUITE 2112
MIAMI, FL. US 33130

The mailing address of the Limited Liability Company is:

175 SW 7TH STREET
SUITE 2112
MIAMI, FL. US 33130

Article III

Other provisions, if any:

THIS COMPANY SHALL BE A MANAGER MANAGED LIMITED LIABILITY COMPANY UNDER THE FLORIDA REVISED LIMITED LIABILITY COMPANY ACT. ONLY THOSE PERSONS OR ENTITIES LISTED AS MANAGERS MAY BIND THE COMPANY IN ANY LEGAL MANNER.

Article IV

The name and Florida street address of the registered agent is:

DADE REGISTERED AGENT INC.
175 SW 7TH STREET
SUITE 2112
MIAMI, FL. 33130

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: ALEJANDRO VELEZ

Article V

The name and address of person(s) authorized to manage LLC:

Title: MGR
MIDTOWN CAPITAL ADVISORS INCOME MANAGEMENT
175 SW 7TH STREET, SUITE 2112
MIAMI, FL. 33130 US

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Signature of member or an authorized representative

Electronic Signature: ALEJANDRO VELEZ

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.