<div align="center">

Electronic Articles of Organization
For
Florida Limited Liability Company

</div>

<div align="center">

Article I

</div>

The name of the Limited Liability Company is:

MAGNOLIA MFM LLC

<div align="center">

Article II

</div>

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

174 EAST COAST DR.
ATLANTIC BEACH, FL.   32233

The mailing address of the Limited Liability Company is:

174 EAST COAST DR.
ATLANTIC BEACH, FL.   32233

<div align="center">

Article III

</div>

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

NRAI SERVICES, INC.
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL.   33324

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: SCOTT A. WHITE, ASST. SECY

Article IV

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

Title: AMBR
ARMADALE CAPITAL INC
99 MADISON AVE., STE 608
NEW YORK, NY.   10016

Title: AMBR
US INVESTING GROUP, LLC
174 EAST COAST DR.
ATLANTIC BEACH, FL.   32233

Title: AMBR
PRM ASSETS LLC
3930 STATE ROAD 64 EAST
BRADENTON, FL.   34208

Signature of member or an authorized representative

Electronic Signature: DAVID UTLEY

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.