L97000000494

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : ~~338864~~ ~~164228A~~

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 285.00

RESUBMIT

Please give original submission date as file date

ORDER DATE : April 22, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 338864-005

CUSTOMER NO: 164228A

700002150617--8

CUSTOMER: Steven P. Kushner, Esq
STEVEN P. KUSHNER, P.A.

Suite 202
1375 Jackson Street
Fort Myers, FL 33901

DOMESTIC FILING

NAME: CAPITAL SOLUTIONS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY
XX PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

97 APR 22 PM 12:00
TALLAHASSEE, FLORIDA

97 APR 22 PM 1:44
DIVISION OF CORPORATIONS

W97-9292

00503

12

MAY - 7 1997

RECEIVED
97 MAY -6 PM 1:23

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1997

RESUBMIT

Please give original submission date as file date.

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: CAPITAL SOLUTIONS, L.C.
Ref. Number: W97000009292

We have received your document for CAPITAL SOLUTIONS, L.C. and the authorization to debit your account in the amount of $285.00. However, the document has not been filed and is being returned for the following:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 997A00020622

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 338864 164228A

AUTHORIZATION :

COST LIMIT : $ 35.00

ORDER DATE : April 22, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 338864-005

CUSTOMER NO: 164228A

CUSTOMER: Steven P. Kushner, Esq
STEVEN P. KUSHNER, P.A.

Suite 202
1375 Jackson Street
Fort Myers, FL 33901

DOMESTIC FILING

NAME: CAPITAL SOLUTIONS & FACTORING, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: ________

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

RESUBMIT

Please give original submission date as file date.

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

We have received your document for CAPITAL SOLUTIONS, L.C. and the authorization to debit your account in the amount of $285.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 497A00024062

RECEIVED
97 MAY -7 AM 11:26
DIVISION OF CORPORATION

EFFECTIVE DATE 4/21/97

ARTICLES OF ORGANIZATION
OF
CAPITAL SOLUTIONS & FACTORING, L.C.

FILED 97 APR 22 PM 12:01 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned subscribing Members to these Articles of Organization, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Limited Liability Company is CAPITAL SOLUTIONS & FACTORING, L.C.

ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of execution hereof. The Limited Liability Company shall exist in perpetuity unless sooner terminated as provided for herein.

ARTICLE III
PURPOSE

This Limited Liability Company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is 8280 College Parkway, #204, Fort Myers, Florida 33919.

required, but may be made in accordance with the terms of the Regulations of CAPITAL SOLUTIONS & FACTORING, L.C.

ARTICLE VII
ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by majority vote (in interest) of the existing Members.

ARTICLE VIII
DISSOLUTION - WINDING UP - LIQUIDATION

A. **Dissolution**. Subject to the terms of Subsection B below, the Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Withdrawal, retirement, death, resignation or bankruptcy of any Member.
2. Dissolution of any Member who is an entity.
3. Unanimous written agreement of the Members.
4. The number of Members is less than two (2).

B. **Right to Continue Business**. Notwithstanding Subsection A above, the non-terminated Members ("Remaining Members") of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, despite the occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by written notice by any one or more of the Remaining Members (representing at least a majority of the interests in the Limited Liability Company) to the other Remaining Members within

ARTICLE V
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent and registered office, in the State of Florida.

1. The name of the Limited Liability Company is CAPITAL SOLUTIONS & FACTORING, L.C.

2. The name and address of the registered agent and registered office is:

Steven P. Kushner
1375 Jackson Street, Suite 202
Fort Myers, Florida 33901

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 obligation of my position as registered agent..

Steven P. Kushner — April 21, 1997
Steven P. Kushner — Date

ARTICLE VI
CAPITAL

The capital of the Limited Liability Company is TWENTY THOUSAND DOLLARS ($20,000.00) which shall be paid in cash. Additional contributions are not thirty (30) days of any event described in Subsection A of this Article. This Subsection B shall not, however, allow for continuation of the Limited Liability Company is the number of Members at any time is less than two (2).

ARTICLE IX
MANAGEMENT

The Limited Liability Company shall be managed by a committee comprised of the Members or their representatives, whose respective names and addresses immediately follow:

Carlos Weil
16745 Pheasant Court
Fort Myers, FL 33908

Pablo Simko
16551 Heron Coachway, #302
Fort Myers, FL 33908

IN WITNESS WHEREOF, the undersigned subscribing Members have executed these Articles of Organization of CAPITAL SOLUTIONS & FACTORING, L.C., effective this 18th day of April, 1997.

____
Carlos Weil

MULTITRADE, LTD.,
a British ~~Virgin Island~~ corporation

By: ________________________
Name: Jane Malone
Title: President

STATE OF FLORIDA

COUNTY OF LEE

The foregoing Articles of Organization of CAPITAL SOLUTIONS & FACTORING, L.C. was acknowledged before me this 21 day of April, 1997, by Carlos Weil who is ___ personally known to me or has produced FL. DL. LC. as identification and [did] [did not] take an oath.

Judith S. Peters
Notary Public
Name: JUDITH S. PETERS.
Serial No.________________
(SEAL)

My Commission Expires:

JUDITH S. PETERS
MY COMMISSION # CC 416402
EXPIRES: November 5, 1998
Bonded Thru Notary Public Underwriters

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF LEE

Before me, the undersigned authority authorized to administer oaths and to take acknowledgments, personally appeared CARLOS WEIL, the undersigned Member of CAPITAL SOLUTIONS & FACTORING L.C. a Florida Limited Liability Company, who deposes and says:

1)	the above named limited liability company has at least two members,	
2)	the total amount of cash contributed by the members is	$ 20,000.00.
3)	if any, the agreed value of property other than cash contributed by member(s) is	$ 0.00.
	A description of the property is attached and made a part hereto.	
4)	the amount of cash or property anticipated to be contributed by member(s) is	$ 0.00.
5)	the total amount of 2, 3, and 4 is	$ 20,000.00.

Carlos Weil, Member

97 APR 22 PM 12:01
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21 day of APRIL, 1997, by Carlos Weil who is __ personally known to me or __ has produced FL. DR. LIC. (type of identification) as identification and who [did] [did not] taken an oath.

Notary Public
Name: JUDITH S. PETERS
Serial # ____________
(SEAL)

My Commission Expires:

JUDITH S. PETERS
MY COMMISSION # CC 416402
EXPIRES: November 5, 1998
Bonded Thru Notary Public Underwriters

NOTARIAL CERTIFICATE

I, Juliette Penn, Notary Public, appointed for life, duly sworn and practicing in Road Town, Tortola, British Virgin Islands, DO HEREBY CERTIFY and ATTEST that on this day appeared before me Ms. Jane Malone who is personally known to me and who as the President of **MULTITRADE LTD.**, has executed the attached Articles of Organization, on its behalf and the same has been acknowledged and sufficiently evidenced before me.

IN FAITH AND TESTIMONY I the said Notary hereto sign my name and cause the Seal of my Office to be hereto affixed to serve and avail where helpful.

Dated the 18th day of April, 1997.

....

Juliette Penn
Notary Public
British Virgin Islands.

MY COMMISSION IS FOR LIFE

APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

1. Country: British Virgin Islands

This public document

2. has been signed by: Juliette Penn

3. Acting in her capacity as: Notary Public

4. Bears the Seal of: Juliette Penn

CERTIFIED

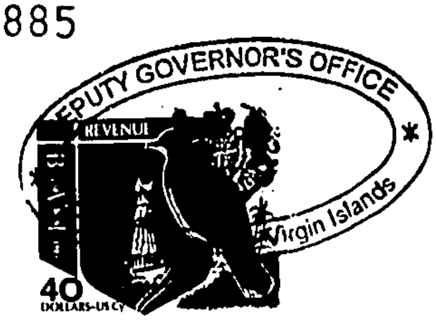
5. At: Deputy Governor's Office

6. On: This 18th day of April, 1997

7. By: Deputy Governor

8. No.: D24885

9. Seal/Stamp



10. Signature: ……………………………………