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January 21, 1999

Florida Department of State  
Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

200002756302--0  
-01/27/99--01052--004  
\*\*\*\*570.00 \*\*\*\*285.00

Re: LLC Articles of Organization

Dear Sir or Madam:

Enclosed please find the following documents, submitted for filing and registration of both Venture Fund Management LLC and Secure Venture Fund LLC; **please note that the Venture Fund Management LLC documents should be filed *before* the Secure Venture Fund LLC documents:**

- (1) Articles of Organization, including affidavit of membership and contribution;
- (2) Certificate of Designation of Registered Agent/Registered Office;
- (3) A check in the amount of \$570 made payable to the "Florida Department of State" to cover the \$285 cost for each LLC;
- (4) The name, address, and daytime telephone number of the person on whose behalf these documents are being submitted are as follows:

Thomas Ross  
2655 North Ocean Drive  
Suite 300  
Singer Island, FL 33404  
(561) 624-4031

If any additional information is needed, please advise.

Sincerely,

  
R. Laken Mitchell

RLM/jrb

Name	
Availability	
Document Examiner	
Updater	
Director	
Verifier	
Acknowledgement	
W. P. Verityer	

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is Venture Fund Management LLC.

**ARTICLE II - Address:**

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

180 Park Avenue North  
Winter Park, FL 32789

**ARTICLE III - Duration:**

The period of time for the Limited Liability Company shall be from January 28, 1999 to December 31, 2030.

**ARTICLE IV - Management:  
(Check the appropriate box and complete the statement)**

☒ The Limited Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is are:

Thomas Ross  
2655 North Ocean Drive  
Suite 300  
Singer Island, FL 33404

Allen Schwalb  
180 Park Avenue North  
Winter Park, FL 32789

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☐ The Limited Liability Company is to be managed by the Members and the name(s) and address(es) of the managing member(s) is/are:

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Additional members shall be admitted as a member and an assignee of an limited liability company interest may become a member only with the consent of all managers and only in compliance with the terms of the operating agreement (regulations) of the Company.

**ARTICLE VI -Members Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

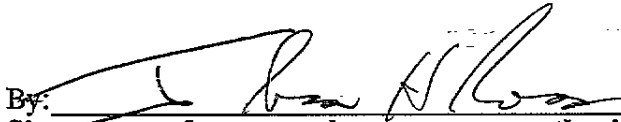
upon the consent of a majority in interest of the remaining members holding a governance (voting) interest, provided that such consent is obtained no later than ninety (90) days after actual notice of the termination of the continued membership is received by the Company.

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of Venture Fund Management LLC certifies:

1. The above named limited liability company has at least one member
2. The total amount of cash contributed by the member(s) is \$1,000
3. If any, the agreed value of property other than cash contributed by member(s) is (a description of the property is attached and made a part hereto); and \$ -0-
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,000

THOMAS ROSS

By:   
Signature of a member or an authorized  
representative of a member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Thomas Ross  
Typed or printed name of signer

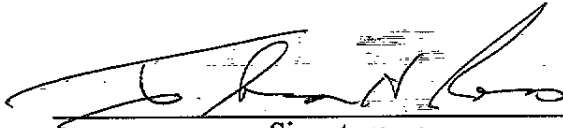
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Venture Fund Management LLC.
2. The name and the Florida street address of the registered agent(s) are:

Thomas Ross  
2655 North Ocean Drive  
Suite 300  
Singer Island, FL 33404

*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.*

  
Signature

**Filing Fee: \$35 for Designation of Registered Agent**