



**THE UNITED STATES  
CORPORATION  
COMPANY**

# L99000002143

ACCOUNT NO. : 072100000032

REFERENCE : 204634 7108498

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 285.00

ORDER DATE : April 14, 1999

ORDER TIME : 10:47 AM

ORDER NO. : 204634-005

500002839015--6

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq  
RICHARD J. ALAN CAHAN, P.A.  
RICHARD J. ALAN CAHAN, P.A.  
C/o Becker & Poliakoff, P.a.  
5201 Bluelagoon Dr., Suite 100  
Miami, FL 33126

① mailing address

DOMESTIC FILING

NAME: MADISON CAPITAL MARKETS, LLC

EFFECTIVE DATE:

7

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<i>1/14/99</i>	CERTIFIED COPY
Availability	<i>XX</i>	PLAIN STAMPED COPY
	<i>1/14/99</i>	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT PERSON: Tamara Odom	
Updater	DCC	
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS:

*NYC*  
*4/14/99*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 14 AM 10:14  
99 APR 14 PM 12:16  
RECEIVED  
DIVISION OF CORPORATION

*W99000002143*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 14, 1999

TAMARA ODOM  
CSC  
TALLAHASSEE, FL 32301

SUBJECT: MADISON CAPITAL MARKETS, LLC  
Ref. Number: W99000008895

**RESUBMIT**

Please give original  
submission date as file date.

*Please date  
04-14-99.*

*Thank you.*

We have received your document for MADISON CAPITAL MARKETS, LLC 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 document must contain both the street address of the principal office and the mailing address of the limited liability company.

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 (850) 487-6913.

~~Diane Cushing~~  
Corporate Specialist

Letter Number: 799A00018997

RECEIVED  
99 APR 16 AM 9:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
MADISON CAPITAL MARKETS, LLC**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 14 AM 10:14

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of this limited liability company (the "Company") shall be **MADISON CAPITAL MARKETS, LLC**

**ARTICLE II - DURATION**

The Company shall exist for not more than 30 years from the filing date of these Articles.

**ARTICLE III - PURPOSE**

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV - INITIAL PLACE OF BUSINESS**

The initial principal place of business of the Company shall be 94 Satinwood Lane, Palm Beach Gardens, FL 33410. The mailing address of the Company shall be the same.

**ARTICLE V - REGISTERED OFFICE  
AND REGISTERED AGENT**

The registered office of the Company shall be Suite 100, 5201 Blue Lagoon Drive, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be Perry Adair.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member and in the manner set forth in the Regulations of the Company.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 14 AM 10:14

## ARTICLE VII - INITIAL MEMBERS

The names and addresses of the initial members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL SEYMOUR	94 Satinwood Lane Palm Beach Gardens, FL 33410
BETH ANN GROSSMAN	94 Satinwood Lane Palm Beach Gardens, FL 33410

## ARTICLE VIII - MANAGEMENT OF BUSINESS

The business of the Company shall be managed by the following managing members:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL SEYMOUR	94 Satinwood Lane Palm Beach Gardens, FL 33410

## ARTICLE IX -

### WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless all of the remaining members consent to continue the business of the Company, or by amendment to these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

## ARTICLE X - REGULATIONS

At the time of executing these Articles of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

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99 APR 14 AM 10:14

## ARTICLE XI - AMENDMENTS

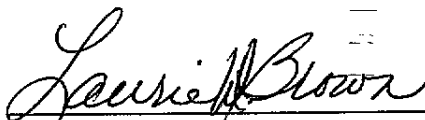
These articles may be amended from time to time by a unanimous consent of all the members, and the Amendment shall be filed, duly signed by all members of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 12 day of April, 1999.

  
\_\_\_\_\_  
DANIEL SEYMOUR, MEMBER/MANAGER

STATE OF FLORIDA     )  
                                  )  
COUNTY OF PALM BEACH )     SS.

The foregoing Articles of Organization was acknowledged before me this 12TH day of April, 1999 by **DANIEL SEYMOUR** who has produced a valid drivers license or passport for identification and who did (not) take an oath.

  
\_\_\_\_\_  
Notary Public  
State of Florida

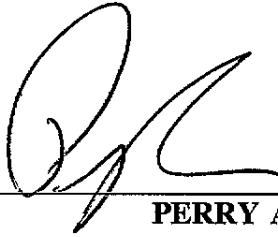
My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC - STATE OF FLORIDA  
LAURIE W. BROWN  
COMMISSION # CC601841  
EXPIRES 12-19-2000  
BONDED THIRD YEAR 1-888-NOTARY1

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SECRETARY OF STATE  
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99 APR 14 AM 10:14

**REGISTERED AGENT ACCEPTANCE**

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, **MADISON CAPITAL MARKETS, LLC**, as stated in the Articles of Organization.



**PERRY ADAIR**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

**OF**

**MADISON CAPITAL MARKETS, L.C.**  
**a Florida Limited Liability Company**

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99 APR 14 AM 10:14

The undersigned member or authorized representative of a member of MADISON CAPITAL MARKETS, L.C. 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 as follows:

DANIEL SEYMOUR  
BETH ANN GROSSMAN

\$12,500.00  
\$100.00

3. If any, the agreed value of property other than cash contributed by members is

-0-

4. The amount of cash or property anticipated to be contributed by members is

\$12,600.00

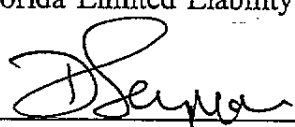
5. The total amount of 2, 3 and 4 is

\$12,600.00

Dated: 12 day of April, 1999

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and knows the contents thereof and the facts stated are true and correct.

**MADISON CAPITAL MARKETS, L.C.**  
**a Florida Limited Liability Company**

  
BY: DANIEL SEYMOUR  
AS ITS: Manager