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LIMITED LIABILITY COMPANY  
MONTAGE CAPITAL, LLC

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 23, 1999

JAMES SCHNEIDER

SUBJECT: MONTAGE CAPITAL, LLC  
REF: W9900002686699 NOV 29 PM 1:42  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION  
OF  
MONTAGE CAPITAL, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I  
NAME**

The name of this limited liability company is MONTAGE CAPITAL, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 1900 Corporate Boulevard, Suite 305-W, Boca Raton, Florida 33431.

**ARTICLE III  
DURATION**

The period of duration for the Company will be perpetual.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Germano Carreira with his address at 1900 Corporate Boulevard, Suite 305-W, Boca Raton, Florida 33431.

**ARTICLE V  
MANAGEMENT**

The Company will be managed initially by the following person who will serve as manager until the first annual meeting of the members or until his successor is elected and qualifies: **Germano Carreira**, with his address at 1900 Corporate Boulevard, Suite 305-W, Boca Raton, Florida 33431. Thereafter, the Company will be managed by at least one

JAMES M. SCHNEIDER, FLA. BAR # 214338  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Blvd., Suite 1900  
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manager who will be elected annually as provided in the regulations of the Company.

**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS**

Additional members of the Company may be admitted with the unanimous consent of the members, or as otherwise provided in the regulations of the Company from time to time.

**ARTICLE VII  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company in the manner provided in the regulations of the Company.

**ARTICLE VIII  
REGULATIONS**

The members may adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

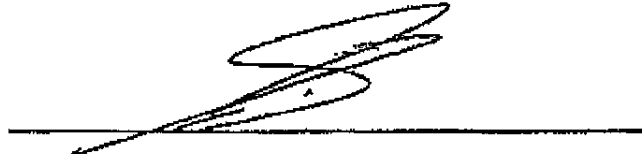
**ARTICLE IX  
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company will commence on the date of filing the Articles of Organization by the Florida Department of State.

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The undersigned executed these Articles of Organization this 18th day of November, 1999.



Germano Carreira  
Authorized Representative of the Members

(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.)

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**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

MONTAGE CAPITAL, LLC.

2. The name and the Florida address of the registered agent are:

Germano Carreira  
1900 Corporate Boulevard  
Suite 305-W  
Boca Raton, Florida 33431

*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.*



Germano Carreira

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