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M. HODGES

To:
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Fax Number : (850) 205-0383

From:
Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305) 810-2542
Fax Number : (305) 810-2460

105-93224

LIMITED LIABILITY COMPANY

NAHTEF FUND GP - 2005, LLC

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
NAHTEF FUND GP - 2005, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is NAHTEF FUND GP - 2005, LLC (the "Company").

ARTICLE II - PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company in Florida is 2665 S. Bayshore Drive, Suite 601, Coconut Grove, Florida 33133.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Rafael G. Prohias, Esq., Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE V - MANAGERS

The name and address of each Manager is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Manager (MGR)	Rick Kahn 2895 Ella Lane Minneronka, MN 55305
Manager (MGR)	Edward Hibshman 11823 S.W. 78 Terrace Miami, FL 33183

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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Members shall be admitted to the Company in accordance with the operating agreement of the Company. A member may transfer his, her or its interest in the Company only as set forth in the operating agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the managers in accordance with the operating agreement of the Company adopted by the members for the management of the business and affairs of the Company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization in Miami-Dade County, Florida, for the foregoing uses and purposes this 21st day of September, 2005.

NAHTEF FUND GP - 2005, LLC

By


Rafael G. Prohías, Authorized Representative

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That NAHTEF FUND GP - 2005, LLC, desiring to organize under the laws of the State of Florida, has named Hunton & Williams LLP, whose offices are located at 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 21st day of September 2005.

HUNTON & WILLIAMS LLP

By: 

RAFAEL G. PROHIAS, ESQ.