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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**RESIDUAL HOLDINGS II, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
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| Estimated Charge      | \$160.00 |

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**ARTICLES OF ORGANIZATION OF  
RESIDUAL HOLDINGS II, LLC**

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

ARTICLE I - NAME

The name of the limited liability company is RESIDUAL HOLDINGS II, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 4425 Ponce de Leon Boulevard, 4<sup>th</sup> Floor, Coral Gables, Florida 33146.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

| <u>Name</u>      | <u>Address</u>   |
|------------------|--|
| Michael I. Keyes | 2200 Museum Tower<br>150 West Flagler Street<br>Miami, Florida 33130 |

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IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Organization for the foregoing uses and purposes this 25th day of September 2008.

  
\_\_\_\_\_  
Michael I. Keyes  
Authorized Representative

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as registered agent and to accept service of process for RESIDUAL HOLDINGS II, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: September 25, 2008

  
\_\_\_\_\_  
Michael I. Keyes, Registered Agent

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