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M. HODGES

To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : HUNTON & WILLIAMS  
Account Number : I20000000236  
Phone : (305)810-2542  
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

NAHTEF FUND GP - 2005, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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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 21<sup>st</sup> 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**

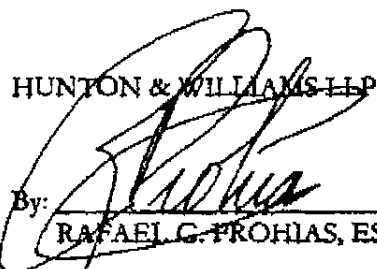
**WITNESSETH:**

That NAHTÉF 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 21<sup>st</sup> day of September 2005.

HUNTON & WILLIAMS LLP  
By:   
RAFAEL G. PROHIAS, ESQ.