

(H00000000630 4)

ARTICLE OF ORGANZIATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I

The name of the Limited Liability Company is:

FALCON PARTNERS REALTY AND CAPITAL II, LLC

ARTICLE II

The mailing address and street address of the principle office of the Limited Liability Company is:

3300 University Drive - Suite 001
Coral Springs, Florida 33065

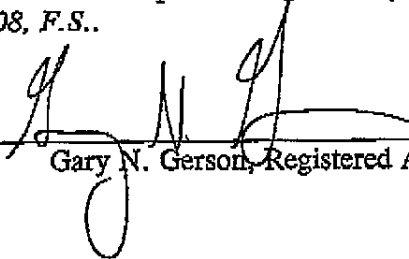
ARTICLE III

Registered Agent, Registered Office, and Registered Agent's Signature:

Gary N. Gerson (Fla. Bar No. 251771)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd. - Ste. 1200
West Palm Beach, Florida 33418
Phone: (561) 686-3307

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -5 PM 4: 00

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 as provided for in Chapter 608, F.S..



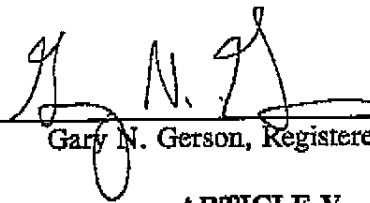
Gary N. Gerson, Registered Agent

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ARTICLE IV

Management (check box if necessary)

The limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

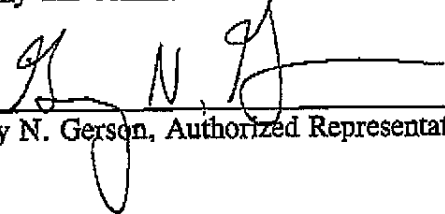


Gary N. Gerson, Registered Agent

ARTICLE V

COMPANY EXISTENCE

The date this Company has commenced business and the effective date of existence shall be January 5, 2000.



Gary N. Gerson, Authorized Representative of the Members

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

00 JAN -5 PM 4: 00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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