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L01000005499

September 11, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Newco II, LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 SEP 11 AM 10:01
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
FILED
AND
APPROVED

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***125.00 ***125.00

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9-11-01

ARTICLES OF ORGANIZATION
OF
NEWCO II, LLC

The undersigned organizer hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be:

NEWCO II, LLC

ARTICLE I. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this Company shall be 8930 Bay Colony Drive, Naples, Florida 34108, and the mailing address of the Company shall be the same.

ARTICLE II. TERM OF EXISTENCE

This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2025, or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE III. NATURE OF BUSINESS

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. NEW MEMBERS

No new members shall be admitted without the consent of sixty-six percent (66%) of existing members.

ARTICLE V. CONTINUATION OF COMPANY

Remaining members of this Company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that terminates the continual membership of a member in the limited liability company, upon the vote of the remaining members owning at least sixty-six percent (66%) of the membership interests of the Company.

ARTICLE VI. MANAGEMENT

The Company shall be managed by its members pursuant to Florida Statutes Section 608.422.

The names and addresses of the members are as follows:

Post Oak Capital, LLC,
a Texas limited liability company
4550 Post Oak Place, Suite 315
Houston, Texas 77027

J & B Properties,
a Florida general partnership
8930 Bay Colony Drive
Naples, Florida 34108

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SECRETARY OF STATE
OF FLORIDA

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AND
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ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

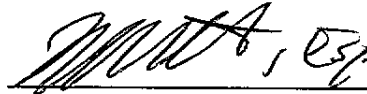
1. The name of the initial registered agent of the Company is Jeff M. Novatt, Esq.
2. The street address of the initial registered office of the Company shall be Cheffy, Passidomo, Wilson & Johnson, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102. The mailing address shall be Cheffy, Passidomo, Wilson & Johnson, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102.

ARTICLE VIII. ORGANIZER

The name and street address of the Organizer to these Articles of Organization is:

Jeff M. Novatt, Esquire
Cheffy, Passidomo, Wilson & Johnson, LLP
821 Fifth Avenue South, Suite 201
Naples, FL 34102

IN WITNESS WHEREOF, the undersigned, has hereunto set his hands, on this 10th day of
September, 2001.

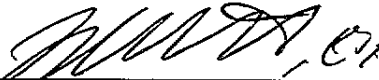


Jeff M. Novatt, Esq.
Authorized Representative

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligations of my position as registered agent.

WITNESS my hand this 10th day of September, 2001, in the City of Naples, State of
Florida.



Jeff M. Novatt
Registered Agent

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STATE OF FLORIDA
CLERK OF THE COURT
IN AND FOR THE COUNTY OF COLLEGE

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AND
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