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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

Effective Date
5-10-02

LIMITED LIABILITY COMPANY

Palm Beach CDE Fund LLC

Certificate of Status	1
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Page Count	05
Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

Palm Beach CDE Fund LLC

Article II. Address

The Company's street and mailing address is:

**Palm Beach CDE Fund LLC
1016 North Dixie Highway, 2nd Floor
West Palm Beach, Florida 33401**

Article III. Registered Agent

The name and street address of the Company's registered agent is:

**Lynn Solomon
1016 North Dixie Highway, 2nd Floor
West Palm Beach, Florida 33401**

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

JOHN BROWN
1016 North Dixie Highway, 2nd Floor
West Palm Beach, Florida 33401

Article VI. Company Existence

The Company's existence shall begin effective as of May 10, 2002.

Article VII. Primary Mission

The purposes for which the corporation is organized primarily to carry out in Palm Beach County, Florida, the following purposes:

1. To provide businesses located within Palm Beach County, Florida with financing for working capital and acquisition and development loans to be used to revitalize local communities.
2. To accelerate redevelopment in distressed areas where access to capital markets is limited for businesses by offering flexible financing that is not feasible through traditional financing.
3. To provide credit to business entrepreneurs in the lagging regions of Palm Beach County in order to promote the development of the economic base of these lagging regions and prevent further deterioration of the regions resulting from cash out-flow from the regions.
4. To create alternative models of financing for community economic development which encourages investment by local community organizations, governmental entities, financial institutions, religious organizations, foundations, and corporations through: (a) direct lending to community based prototype development projects; (b) loan referral, packaging, and management assistance for potential lenders and borrowers; and (c) technical assistance to potential borrowers from the corporation, community-based not-for-profit cooperative organization, and minority and small businesses in developing their own management capabilities.

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STATE OF REGISTERED AGENT

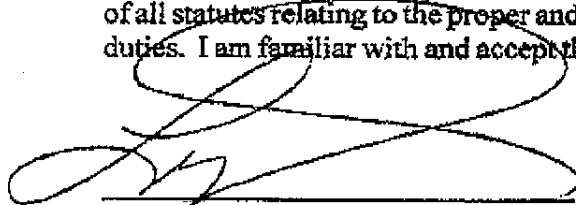
LIMITED LIABILITY COMPANY:

Palm Beach CDE Fund LLC

REGISTERED AGENT/OFFICE:

Lynn Solomon
1016 North Dixie Highway
2nd Floor
West Palm Beach, Florida 33401

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LYNN SOLOMON

Date:

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TALLAHASSEE, FLORIDA

5. To seek an allocation of Tax Credits under the New Markets Tax Credit Program administered by the CDFI Fund, Department of Treasury, United States of America.

6. To conduct conferences, seminars, lectures, educational sessions and other public discussions and programs on issues relating to community reinvestment, socially responsible investment, and related topics of social concern.

7. To relieve poverty, eliminate prejudice, lessen neighborhood tensions, and combat community deterioration by financing, by means of loans, loan guarantees, and other forms of debt or equity, small businesses, cooperatives, and non-profit corporations which are owned or managed, or that primarily train or employ minorities, women or persons with low and moderate income.

8. To stimulate the creation and retention of good/decent paying jobs particularly for individuals of low and moderate income.

9. To retain existing businesses.

10. To attract businesses to the area which will contribute to its economic diversity, create job opportunities, and have a good chance of success without creating significant negative impacts on competition or the environment.

11. To stimulate the formation of new businesses so as to create entrepreneurial career opportunities and to fill the voids in retail and service businesses. This program is especially important to start-up companies that require assistance.

12. To supplement existing economic development financing programs.

13. To provide an alternative source of funds with geographic focus.

14. To assist both micro businesses and substantially larger ones.

15. To facilitate interaction of communities with common economic interests.

16. To stimulate the regional local economy.

The undersigned ~~authorized representative~~ of a member executed these Articles of Organization on May 10, 2002.


LYNN SOLOMON, attorney-in-fact

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