

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L03000002666
FILED 8:00 AM
January 23, 2003
Sec. Of State

Article I

The name of the Limited Liability Company is:

DN PARTNERSHIP FUND, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

50 SW 10TH STREET
SUITE 1305
MIAMI, FL. US 33130

The mailing address of the Limited Liability Company is:

50 SW 10TH STREET
SUITE 1305
MIAMI, FL. US 33130

Article III

The name and Florida street address of the registered agent is:

DHARMANIETZSCHE, LLC
50 SW 10TH STREET
SUITE 1305
MIAMI, FL. 33130

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.

Registered Agent Signature: MARC V. DEJESUS

Article IV

The name and address of managing members/managers are:

Title: MGRM
DHARMANIETZSCHE, LLC
50 SW 10TH STREET SUITE 1305
MIAMI, FL. 33130 US

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Article V

The effective date for this Limited Liability Company shall be:

01/20/2003

Signature of member or an authorized representative of a member

Signature: MARC V. DEJESUS