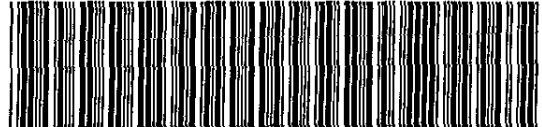


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TALLAHASSEE, FLORIDA



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(Address)

(Address)

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SECRETARY OF STATE
TREASURY FLORIDA
Telephone: 305.892.1122
Facsimile: 305.892.0822

May 21, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization for Florida Limited Liability Company

Greetings:

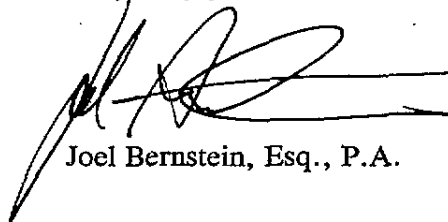
Enclosed please find the Articles of Organization for Florida Limited Liability Company for the following:

FAF CAPITAL FUND II, LLC

Also, please find enclosed our check in the amount of \$125 to cover the fee.

Please return a stamped copy to us for our files.

Very truly yours,



Joel Bernstein, Esq., P.A.

JB/jm
enc.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

FAF CAPITAL FUND II, LLC

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TALLAHASSEE, FLORIDA

ARTICLE II - Address:

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

2215 N.W. 36th Street
Miami, FL 33142

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Timothy Gamwell
2215 N.W. 36th Street
Miami, FL 33142

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.



Timothy Gamwell, Registered Agent

ARTICLE IV - Management

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

These Articles are executed by Timothy Gamwell, a member of the Limited Liability Company.

Date: May 12, 2003



Timothy Gamwell