

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

L03000040986
FILED 8:00 AM
October 24, 2003
Sec. Of State

Article I

The name of the Limited Liability Company is:

MHC FUND II LLC

Article II

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

1601 FORUM PLACE
200
WEST PALM BEACH, FL. 33401

The mailing address of the Limited Liability Company is:

1601 FORUM PLACE
200
WEST PALM BEACH, FL. 33401

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

JAY M GROSSMAN
1601 FORUM PLACE
200
WEST PALM BEACH, FL. 33401

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: JAY M GROSSMAN

Article V

The name and address of managing members/managers are:

Title: MGRM
JAY M GROSSMAN
1601 FORUM PLACE #200
WEST PALM BEACH, FL. 33401 US

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Signature of member or an authorized representative of a member

Signature: JAY M GROSSMAN