

**L04000017333**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H04000047660 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : HOLLAND & KNIGHT OF MIAMI  
Account Number : 072203000603  
Phone : (305)374-8500  
Fax Number : (305)789-7799

**LIMITED LIABILITY COMPANY**

**RAM Capital Ventures II, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAR -4 AM 7:38

Electronic Filing Menu

Corporate Filing

Public Access Help

RECEIVED  
04 MAR -4 PM 2:53  
DIVISION OF CORPORATIONS

3/5/04 9m

**RAM CAPITAL VENTURES II, LLC  
ARTICLES OF ORGANIZATION**

The undersigned, being a member desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

Name

The name of the limited liability company is, RAM CAPITAL VENTURES II, LLC (the "Company").

**ARTICLE II**

Address

The mailing address of the principal office of the Company is:

c/o Richard Montes de Oca  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

**ARTICLE III**

Duration and Commencement of Existence

The Company shall exist perpetually unless sooner terminated as provided under the laws of the State of Florida. The existence of the Company shall begin on the date and at the time when these Articles of Organization are filed with the Secretary of State of the State of Florida.

**ARTICLE IV**

Purpose

The Company is organized for the purpose of transacting any and all lawful business authorized to limited liability companies organized in the State of Florida.

**ARTICLE V**

Registered Agent and Office

The name and street address of the Company's initial registered agent for service of process in the State of Florida is:

Richard Montes de Oca  
701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAR -4 AM 7:39

H04000047660 3

**ARTICLE VI**  
**Management and Authority**

The Company shall be managed by one or more managers appointed by the members of the Company who may also remove such manager(s). Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**ARTICLE VII**  
**Continuation of Limited Liability Company**

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 4<sup>th</sup> day of March, 2004.

  
Richard Montes de Oca, Initial Member

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that is familiar with, and accepts, the obligations of such position on this 4<sup>th</sup> day of March 2004.

  
Richard Montes de Oca

# 1753683\_v1

04 MAR - 3 39

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

H04000047660 3