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Fax Number : (850) 205-0383

From:

Account Name : STAMBAUGH & TARONE, P.A.

Account Number : I20020000028

Phone : (561) 832-0272

Fax Number : (561) 832-0062

LIMITED LIABILITY COMPANY**Ponza II, LLC**

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ARTICLES OF ORGANIZATION
FOR

PONZA II, LLC
a Florida limited liability company

ARTICLE I

Name:

The name of the Limited Liability Company is: Ponza II, LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is: 180 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

ARTICLE III

Registered Agent and Office


The name and Florida street address of the registered agent is: Theodore T. Tarone, Jr., Esq., Stambaugh & Tarone, P.A., 180 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

ARTICLE IV

Management

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

Date: March 5, 2004


Theodore T. Tarone, Jr., as authorized
representative

(In accordance with Section 608.408(3), Florida Statutes,
the execution of this document constitutes an affirmation
under the penalties of perjury that the facts stated herein
are true)

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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.


Theodore T. Tarone, Jr.

Date: March 5 2004

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