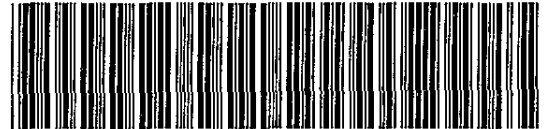


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Sam C. Caliendo ATTORNEY AT LAW

OF COUNSEL: Simon M. Casoria, III, Esq.
Charles A. Goff, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 8, 2004

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

Re: Bentley Investment Fund LLC

Dear Sirs:

Enclosed please find my check in the amount of \$125.00 which is for the filing fee, for the registered agent designation and for a certified copy, along with the executed articles of incorporation, to file the above referenced corporation. Please return the certificate of incorporation and the articles to the undersigned upon filing.

Thank you for your attention to this matter.

Sincerely,



Sam C. Caliendo

ARTICLES OF ORGANIZATION

OF

BENTLEY INVESTMENT FUND II, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we/he have/has associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Bentley Investment Fund II, LLC., and its principal office shall be located at 701 E. Commercial Boulevard, Suite 100, Fort Lauderdale, Florida 33334 . but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address is 701 E. Commercial Boulevard, Suite 100, Fort Lauderdale, Florida 33334 .

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, now, or as may be enacted in the future from time to time.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, encumber or mortgage, carry on, improve, or develop, all or any of the business, good will, rights, assets, real property, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting

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as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property any commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incident incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these articles, either alone or in association with it business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, to be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorized or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry one, exercise, or do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by no less than one nor more than three managers. The name and address of the person/entity who shall serve as manager, until the first annual meeting of the members or until his successor is elected and qualified is as follows:

Bentley Realty Group, LLC
701 E. Commercial Boulevard
Suite 100
Fort Lauderdale, Florida 33334

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

ARTICLE VII
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

NAME	PERCENTAGE OF PROFITS
Bentley Realty Group, LLC	-100-

These net profits are payable within ninety days after the end of the accounting year for the limited liability company. The net profits are determined for distribution purposes as the amount of profit remaining after appropriate reserves are determined for future operating expenses, growth and contingent liabilities.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of such business, or, if these sources are insufficient to cover such losses, by the member(s) as set forth percentages alongside the name of each member.

ARTICLE VIII
DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The address of the initial registered office of the limited liability company is 701 E. Commercial Boulevard, Suite 100, Fort Lauderdale, Florida 33334, and the name of the company's initial registered agent at that address is G. Carlton Marlowe.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BENTLEY INVESTMENT FUND II, LLC.

Executed by the undersigned at Ft. Lauderdale, Florida, this ~~4th~~ day of March, 2004.

G. Carlton Marlowe
Bentley Realty Group, LLC
By: G. Carlton Marlowe, Managing Member
Original Member

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4th day of March, 2004, by G. Carlton Marlowe as managing member of Bentley Realty Group, LLC, the original member, of Bentley Investment Fund II, LLC, who is personally known to me or who has provided _____ as identification and who did (did not) take an oath.

Kathy Britt
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Kathy Britt
MY COMMISSION # DD197015 EXPIRES
June 11, 2007
BONDED THRU TROY FAIN INSURANCE, INC.