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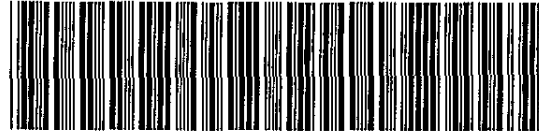
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION

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DATE: 06-01-04

NAME: ALLIANCE CARE/CGF PARTNERS II, LLC

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: \$125

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



Articles of Organization
of
ALLIANCE CARE/CGF PARTNERS II, LLC

ARTICLE I
Name

The name of the Limited Liability Company is **Alliance Care/CGF Partners II, LLC** (the "Company").

ARTICLE II
Address

The mailing address and street address of the principal office of the Company is 225 Mizner Boulevard, Suite 750, Boca Raton, Florida 33432.

ARTICLE III
Duration

The period of duration for the Company shall be perpetual.

ARTICLE IV
Management

The Company shall be managed by the founding members or their appointees and the names and addresses of the founding members are:

Capital Growth Investment Fund Advisors, LLC
225 Mizner Boulevard, Suite 750,
Boca Raton, Florida 33432

ARTICLE V
Admission of Additional Members

The founding member or his appointee shall have the right to admit additional members as provided by the Florida Limited Liability Act.

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ARTICLE VI

Members Right to Continue Business

The death, retirement, resignation, dissolution, bankruptcy, dissociation or withdrawal 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 or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members. The remaining members shall have the right to admit additional members, appoint a managing member, and appoint officers as provided by the Florida Limited Liability Act and the Operating Agreement of the Company.

Managing Member

Capital Growth Investment Fund
Advisors, LLC.

By: Capital Growth Financial, Ltd.,
Managing Member, a Florida limited
partnership

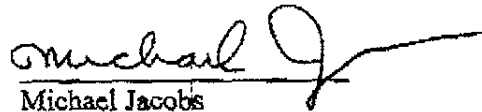

Alan Jacobs, Member

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Alliance Care/CGF Partners II, LLC.
2. The address of the registered agent and office is: Michael Jacobs, 225 NE Mizner Blvd., Suite 750, Boca Raton, FL 33432.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as registered agent.


Michael Jacobs