

OCT. 4. 2004 12:36PM

NO.939 P.1/3

10/04/2004 13:17 FAX 813 229 4133

CARLTON FIELDS-TAMPA

001/003

Division of Corporations

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

From:

Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
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LIMITED LIABILITY COMPANY

The Florida Community New Markets Fund, LLC

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**ARTICLES OF ORGANIZATION
OF
THE FLORIDA COMMUNITY NEW MARKETS FUND, LLC**

The undersigned, acting as the authorized representative of an organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company");

ARTICLE I

Name

The name of the Company is The Florida Community New Markets Fund, LLC.

ARTICLE II

Initial Principal Office Mailing and Street Address

The Company's initial principal office mailing and street address 3107 Edgewater Drive, Suite 2, Orlando, FL 32804.

ARTICLE III

Initial Registered Agent and Office

The street address of its initial registered office of the Company is Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Tampa, Florida 33607-5736, and the name of its initial registered agent at that address is CFRA, LLC, a Florida limited liability company.

ARTICLE IV

Authorized Representative

The name and address of the authorized representative of the organizing member of the Company are:

Name

David P. Burke

Address

Corporate Center Three at International Plaza
4221 W. Boy Scout Boulevard
Tampa, Florida 33607-5736

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Dated this 30th day of September 2004.



David P. Burke
Authorized Representative

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CARLTON FIELDS-TAMPA

003/003


ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 30th day of September 2004.

REGISTERED AGENT:

CFRA, LLC,
a Florida limited liability company



By: David P. Burke

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