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LIMITED LIABILITY COMPANY

JMP Las Vegas II, LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION
OF
JMP LAS VEGAS II, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company is JMP LAS VEGAS II, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Angel Hernandez	2828 Coral Way, Penthouse Suite Miami, Florida 33145

Filed By: J. Garstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weisaler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
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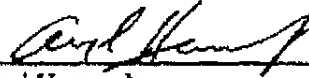
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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 7th day of October, 2004.



Angel Hernandez
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: October 7, 2004


Angel Hernandez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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