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ADORNO & YOSS, P.A.

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

OCNAYR MULTI MANAGER MORTGAGE FUND, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
OCNAYR MULTI MANAGER MORTGAGE FUND, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company is OCNAYR MULTI MANAGER MORTGAGE FUND, LLC (the "Company").

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 1401 East Broward Blvd., Suite 201, Fort Lauderdale, Florida 33301.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of the Company is Adorno & Yoss, P.A., Attn: Charles B. Pearlman and his address is 350 East Las Olas Blvd., Suite 1700, Fort Lauderdale, Florida 33301.

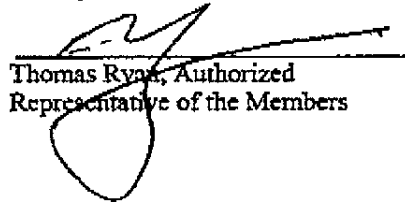
**ARTICLE IV
MANAGEMENT**

The Company shall be a Manager-Managed entity.

The undersigned executed these Articles of Organization on this 20 day of December, 2004.

Authorized Representative of the Members:

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


Thomas Ryan, Authorized
Representative of the Members

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

OCNAYR MULTI MANAGER MORTGAGE FUND, LLC

2. The name and the Florida address of the registered agent are:

Charles B. Pearlman
350 East Las Olas Blvd., Suite 1700
Fort Lauderdale, Florida 33301

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, 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.


Charles B. Pearlman

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