

L05000009048

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : ROETZEL & ADDRESS  
Account Number : I20000000121  
Phone : (239)649-6200  
Fax Number : (239)261-3659

LIMITED LIABILITY COMPANY

Sobay Partners II, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

05 JAN 27 PM 2:27  
DIVISION OF CORPORATIONS

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2005 JAN 27 P 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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H05000022824 3

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:  
The name of the Limited Liability Company is:

SoBay Partners II, LLC

ARTICLE II - Address:  
The mailing address and street address of the principal office of the Limited Liability Company is:

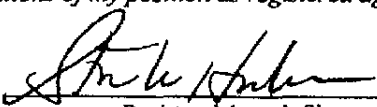
<b>Principal Office Address:</b>	<b>Mailing Address:</b>
3110 NE 2nd Avenue	3110 NE 2nd Avenue
Miami, Florida 33137	Miami, Florida 33137

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

R&A Agents, Inc., Attn: Michael J. Haas  
Name  
2320 First Street, Suite 1000  
Florida street address (P.O. Box **NOT** acceptable)  
Fort Myers, Florida 33901 FL  
City, State, and Zip

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 as provided for in Chapter 608, F.S.

  
Registered Agent's Signature

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(CONTINUED)

**ARTICLE IV- Manager(s) or Managing Member(s):**

The name and address of each Manager or Managing Member is as follows:

**Title:**

"MGR" = Manager

"MGRM" = Managing Member

**Name and Address:**

MGRM

Dan Pfeffer

417 Fifth Avenue, 9th Floor

New York, New York 10018

MGRM

Michael Samuel

3110 NE 2nd Avenue

Miami, Florida 33137

(Use attachment if necessary)

**NOTE: An additional article must be added if an effective date is requested.**

**REQUIRED SIGNATURE:**

  
Signature of a member or an authorized representative of a member.

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

Mary Jennings

Typed or printed name of signee

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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