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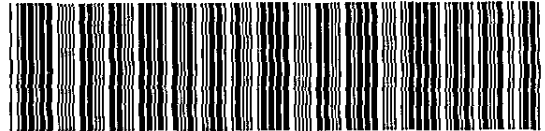
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 336046 7103152

AUTHORIZATION :

COST LIMIT : \$ 155.00

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ORDER DATE : April 26, 2005

ORDER TIME : 12:0 PM

ORDER NO. : 336046-015

CUSTOMER NO: 7103152

CUSTOMER: Ms. Carrie J. Filthaut
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: U.S. INVESTMENT PARTNERS II,
LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

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ARTICLES OF ORGANIZATION
OF
U.S. INVESTMENT PARTNERS II, LLC

The undersigned, being a member or the authorized representative of a member of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

ARTICLE I
NAME

The name of the limited liability company (the "Company") shall be **U.S. INVESTMENT PARTNERS II, LLC**.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of the Company shall be **4901 Tamiami Trail North, Naples, Florida 34103**.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of the Company is **4901 Tamiami Trail North, Naples, Florida 34103**, and the name of the initial registered agent at such address is **U.S. Investor Services, Inc., a Florida corporation**.

ARTICLE IV
EFFECTIVE DATE

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE V
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members, if any, shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

**ARTICLE VI
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial member(s). The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VII
INITIAL MANAGERS**

The Company will be managed by one or more managers, who shall be designated, appointed or elected as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be one (1). The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. The name and business address of the manager who shall serve as manager until its successor is elected and qualified is:

**U.S. Investment Management, LLC, a Florida limited liability company
4901 Tamiami Trail North
Naples, FL 34103**

The undersigned, being a member or the authorized representative of a member of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 21st day of April, 2005.

GULF SHORE INVESTMENTS, INC., a Florida corporation

By: 
Rainer N. Filthaut, its President

ACCEPTANCE BY REGISTERED AGENT

I, Rainer N. Filthaut, as President of **U.S. Investor Services, Inc.**, a Florida corporation, having been duly designated to act as registered agent and to accept service of process for U.S. Investment Partners II, LLC, a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

U.S. Investor Services, Inc.,
a Florida corporation

By: 
Rainer N. Filthaut, its President

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