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To:

Division of Corporations

Fax Number : (850) 205-0383

M. HODGES

From:

Account Name : GRAY, HARRIS & ROBINSON, P.A. - ORLANDO

Account Number : 120010000078 Phone : (407)843-8880 Fax Number : (407)244-5690

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IVISION OF CORPORATION

LIMITED LIABILITY COMPANY

REALTYFUND II, LLC

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ARTICLES OF ORGANIZATION

ARTICLE I - Name:

The name of the Limited Liability Company is:

REALTYFUND II, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

605 EAST ROBINSON STREET, SUITE 522 ORLANDO, FLORIDA 32801

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the registered agent are:

> JACK K. MCMULLEN GRAYROBINSON, P.A. 301 E. PINE STREET, SUITE 1400 ORLANDO, FLORIDA 32801

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.

AGENT'S SIGNATURE

Article IV - Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a

"manager-managed" limited hability company.

ORIZED REPRESENTATIVE'S SIGNATURE

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.

JACK K. MCMULLEN, AUTHORIZED REPRESENTATIVE

Typed or printed name of signee

FILING FEES:

\$100.00 Filing Fee for Articles of Organization \$25.00 Designation of Registered Agent \$30.00 Certified Copy (OPTIONAL) \$5.00 Certificate of Smins (OPTIONAL)

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