

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000082408
FILED 8:00 AM
August 22, 2005
Sec. Of State
jmerrick

Article I

The name of the Limited Liability Company is:

MATRIX REAL ESTATE HOLDINGS II, LLC

Article II

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

6415 THOMAS DRIVE
701
PANAMA CITY BEACH, FL. US 32408

The mailing address of the Limited Liability Company is:

6415 THOMAS DRIVE
701
PANAMA CITY BEACH, FL. US 32408

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

DANIEL HARMON III
427 MCKENZIE AVENUE
PANAMA CITY, FL. 32401

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.

Registered Agent Signature: DANIEL HARMON III

Article V

The name and address of managing members/managers are:

Title: MGR
BEAU RIVAGE REAL ESTATE COMPANY, INC.
6415 THOMAS DR., SUITE #701
PANAMA CITY BEACH, FL. 32408 US

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Signature of member or an authorized representative of a member

Signature: REMEDIOS COOKSEY