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J. BRYAN MAR - 1 2006

**STACK FERNANDEZ
ANDERSON & HARRIS**

professional association

Robert Harris

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Suite 950
1200 Brickell Avenue
Miami, Florida 33131-3255
Telephone: 305.371.0001
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Friday, February 24, 2006

VIA FEDEX

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

**Re: Consilium SPV, LLC
SFAH File No. 0751.0002**

Dear Sir/Madame:

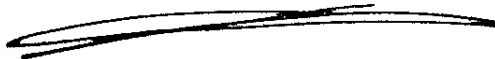
Enclosed are an original and one copy of the Articles of Organization (which includes the registered agent designation and statement pursuant to § 608.415, Fla. Stat. (2005)) for the above-referenced limited liability company. Also enclosed is my law firm's check number 4145 in the amount of \$155.00 representing the following:

Filing Fee	\$100.00
Registered Agent fee	25.00
Certified Copy	<u>30.00</u>
TOTAL	\$155.00

I have also enclosed a self-addressed, stamped envelope for your use in forwarding to me the certified copy of the Articles of Organization.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call me.

Very truly yours,



Robert Harris

Enclosures

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**ARTICLES OF ORGANIZATION
OF
CONSILIUM SPV, LLC**

FILED
2006 FEB 27 PM 1:52
J. J. HARRIS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act ("Act"), chapter 608, Fla. Stat. (2006), hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I (NAME OF COMPANY)

The name of the limited liability company shall be CONSILIUM SPV, LLC ("Company").

ARTICLE II (PRINCIPAL OFFICE)

The mailing and street address of the principal office of the Company is Suite 1240, 350 East Las Olas Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE III (DURATION)

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization and/or in an operating agreement.

ARTICLE IV (REGISTERED OFFICE AND AGENT)

The name and street address of the registered agent of the Company for service of process in the state of Florida are Robert Harris, Esq., Stack Fernandez Anderson & Harris, P.A., Suite 950, 1200 Brickell Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned organizer, the authorized representative of a member of the Company, has made and subscribed these Articles of

Organization in Miami, Miami-Dade County, Florida, this 24th day of February, 2006.

~~ROBERT HARRIS, ESQ.~~, authorized
representative of a member of the Company

ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to § 608.415, Fla. Stat. (2006), I hereby acknowledge and agree that I am familiar with, and accept, the obligations of the position of registered agent as provided for in the Act.

Dated: February 24, 2006

ROBERT HARRIS, ESQ.
as Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

I hereby certify that on this 24th day of February 2006, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Robert Harris, [who is personally known to me or who produced the following as identification ()], and he acknowledged before me that he executed the same as his free act and deed and who did take an oath.

In Witness Whereof, I have hereunto set my hand and seal in the State and County aforesaid as of this 24 day of February, 2006.

Merrill Wolfenstein
Notary, State of Florida

Mern Wolfenstein
(Print or Type Notary's Name)

Commission or Serial Number

My Commission Expires:

