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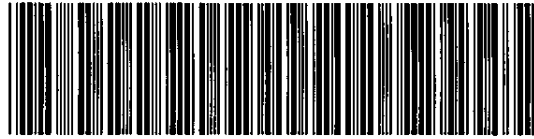
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CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 06/06/2006

REF. #: 000150.53185

CORP. NAME: BISCAYNE VENTURE DEVELOPMENT II LLC

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- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 517342 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
BISCAYNE VENTURE DEVELOPMENT II LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is **BISCAYNE VENTURE DEVELOPMENT II LLC** (the "Company").

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is c/o Samuel & Co., LLC, 3110 N.E. 2<sup>nd</sup> Avenue, Miami, Florida , 33137.

**ARTICLE III - Registered Agent and Office**

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

Michael Samuel  
c/o Samuel & Co., LLC  
3110 N.E. 2nd Avenue  
Miami, Florida , 33137

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**ARTICLE IV - Management**

The Company is to be managed by one or more manager and is therefore a manager-managed company. The names and addresses of the initial managers of the Company are:

Daniel K. Pfeffer  
c/o Midtown Equities LLC  
417 Fifth Avenue, 9<sup>th</sup> floor  
New York, NY 10016

And

Michael Samuel  
c/o Samuel & Co., LLC  
3110 N.E. 2nd Avenue  
Miami, Florida , 33137

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. Dated this 10<sup>th</sup> day of June, 2006.

  
\_\_\_\_\_  
Michael Samuel, Manager

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

By: \_\_\_\_\_

Michael Samuel

Date: June 6<sup>th</sup>, 2006

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.

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