

28-Jul-06 10:01

From-CARLTON FIELDS, PEASE

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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

The Florida Community New Markets Fund II, LLC

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**ARTICLES OF ORGANIZATION
OF
THE FLORIDA COMMUNITY NEW MARKETS FUND II, LLC**

The undersigned, acting as the authorized representative of an organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is The Florida Community New Markets Fund II, LLC.

ARTICLE II

Initial Principal Office Mailing and Street Address

The Company's initial principal office mailing and street address 3107 Edgewater Drive, Suite 2, Orlando, FL 32804.

ARTICLE III

Initial Registered Agent and Office

The street address of its initial registered office of the Company is Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, Tampa, Florida 33607-5736, and the name of its initial registered agent at that address is CFRA, LLC, a Florida limited liability company.

ARTICLE IV

Authorized Representative

The name and address of the authorized representative of the organizing member of the Company is:

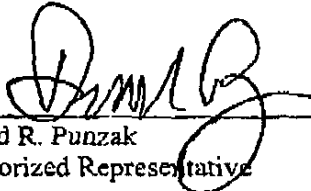
Name

David R. Punzak

Address

Carlton Fields, P.A.
One Progress Plaza, 23rd Floor
St. Petersburg, Florida 33701

Dated this 22 day of July 2006.



David R. Punzak
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 duties and obligations of its position as registered agent.

Dated this 22 day of July, 2006.

REGISTERED AGENT:

CFRA, LLC,
a Florida limited liability company

By: David R. Panzak



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