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Division of Corporations

002

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From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.  
Account Number : 076077002775  
Phone : (407)246-8450  
Fax Number : (407)423-7014

*mbh*

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Gator Fund Partners, LLC**

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**ORLANDO OFFICE**

**Bank of America Center  
390 N. Orange Avenue, 15<sup>th</sup> Floor  
Orlando, Florida 32801  
(407) 246-8450 - Office  
(407) 423-7014 - Fax**

**FAX COVER SHEET**

**TO: DIVISION OF CORPORTIONS**

**Fax Number: 850-205-0383**

**FROM: GINA THORNE**

**Fax Number: 407-423-7014**

**DATE: NOVEMBER 20, 2006**

**Re: ARTICLES FILINGS**

**THE NUMBER OF PAGES IN THIS TRANSMITTAL INCLUDING THIS COVER SHEET IS 6.**

**COMMENTS:**

**PLEASE NOTE WE WOULD LIKE THESE TO BE FILED SIMULTANEOUSLY AS THE LLC IS THE GENERAL PARTNER OF THE LLLP. THANK YOU.**

**If you do not receive any portion of this transmittal, please call me at (407) 246-6574.**

**THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS INTENDED ONLY FOR THE PERSONAL AND CONFIDENTIAL USE OF THE DESIGNATED RECIPIENTS NAMED ABOVE. THIS MESSAGE MAY BE AN ATTORNEY-CLIENT COMMUNICATION, AND AS SUCH IS PRIVILEGED AND CONFIDENTIAL. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT(S) OR AN AGENT RESPONSIBLE FOR DELIVERING IT TO THE INTENDED RECIPIENT(S), YOU ARE HEREBY NOTIFIED THAT YOU HAVE RECEIVED THIS DOCUMENT IN ERROR. ANY REVIEW, DISSEMINATION, DISTRIBUTION OR COPYING OF THIS MESSAGE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US BY MAIL. THANK YOU.**

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**ARTICLES OF ORGANIZATION  
OF  
GATOR FUND PARTNERS, LLC**

**A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned (the "Members") acting as the organizers and as the initial Members of GATOR FUND PARTNERS, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is:

**GATOR FUND PARTNERS, LLC**

**ARTICLE II  
PURPOSE AND POWERS**

- A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.
- B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III  
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial principal office and initial registered office of this Company is 250 Park Avenue South, Suite 600, Winter Park, Florida 32789 and the name of the initial registered agent of this Company at that address is David Jasmund.

**ARTICLE IV  
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE V  
MANAGEMENT**

The Company shall be managed by one or more managers as provided in the Company's Operating Agreement.

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**ARTICLE VII  
AMENDMENTS**

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of the 20<sup>th</sup> day of November, 2006.

SUNRISE MEZZANINE, LLC,  
a Florida limited liability company

By: 

David Jasmund, Manager

ELLIS MORGAN, LLC,  
a Florida limited liability company

By: 

Seth D. Ellis, Manager

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 608, Fla. Stat., and accepts the appointment to serve as the Initial Registered Agent of GATOR FUND PARTNERS, LLC.

  
David Jasmund

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