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Mezzanine Partners, LLC

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Florida Dept of State

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January 23, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.

SUBJECT: MEZZANINE PARTNERS, LLC
REF: W07000003532

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**ARTICLES OF ORGANIZATION
 OF
 MEZZANINE PARTNERS, LLC**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Members") acting as the organizers and as the initial Members of MEZZANINE PARTNERS, LLC, under the Florida Limited Liability Company Act, Chapter 605, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is:

MEZZANINE PARTNERS, LLC

**ARTICLE II
PURPOSE AND POWERS**

A. Purpose. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 605, 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 605, 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 4th day of January, 2007.

SUNRISE MEZZANINE, L.L.C.,
 a Florida limited liability company

By: 
 David Jaramund, Manager

ELLIS MORGAN, L.L.C.,
 a Florida limited liability company

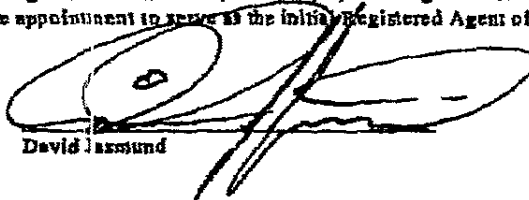
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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 MEZZANINE PARTNERS, L.L.C.


 David Jaramund

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