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POND PARTNERS II, LLC

FLORIDA/FOREIGN LIMITED LIABILIT

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ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY OF POND PARTNERS II, LLC

The undersigned, for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, does herby adopt the following Articles of Organization:

ARTICLE I NAME

The name of this limited liability company is POND PARTNERS II, LLC (the "Company").

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company is 1951 NW 19th Street, Suite 200, Boca Raton, FL 33431. The members may, from time to time, move the principal office to any other address in the State of Florida and may establish additional offices in and out of the State of Florida.

ARTICLE III DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Secretary of State. The Company's existence shall be perpetual unless dissolved sooner pursuant to law.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is Susan S. Bloodworth, Esquire, McClure Bloodworth, P.L., 81 King Street, Suite A, St. Augustine, Florida 32084.

ARTICLE VI MANAGEMENT

The Company shall be a member-managed company.

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ARTICLE VII AMENDMENTS

The Company reserves the right to amend or repeal any provision of these Articles of Organization, or any amendment(s) thereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE VIII LIMITATION OF LIABILITY

The members of the Company shall not be liable under a decree, order of a court, or in any manner for a debt, obligation or liability of the Company.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization this 14 day of _______, 2007.

Susan S. Bloodworth

Authorized Representative

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CERTIFICE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.425, Florida Statures, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the Company is POND PARTNERS II, LLC.
- 2. The name and address of the registered agent and office is Susan S. Bloodworth, Esquire, McClure Bloodworth, P.L., 81 King Street, Suite A, St. Augustine, Florida 32084

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Susan S. Bloodworth, Registered Agent

81 King Street, Suite A St. Augustine, FL 32084 07 MAR 15 AH 8: 4: