

APR-23-2007 MON 01:40 PM

FAX NO.

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**L57 000042969**

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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : MORGAN LEWIS & BOCKIUS LLP  
Account Number : 076077003570  
Phone : (305) 415-3000  
Fax Number : (305) 415-3001

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Beta Private Investors II, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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**ARTICLES OF ORGANIZATION  
OF  
BETA PRIVATE INVESTORS II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company is Beta Private Investors II, LLC (the "Company").

**ARTICLE II  
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is

777 Brickell Avenue  
Suite 1201  
Miami, Florida 33131.

**ARTICLE III  
NAME AND ADDRESS OF  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida are:

Cecilia de Grelle  
777 Brickell Avenue  
Suite 1201  
Miami, FL 33131

A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

**ARTICLE IV  
MANAGEMENT**

The Company shall be manager-managed company.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization  
this 23 day of April 2007.

  
CECILIA DE GRELE

((CH070001081153)))

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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Private Equity Venture Partners V, L.L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: April 23 2007

Registered Agent

  
Cecilia de Grelle

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