

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L07000081464
FILED 8:00 AM
August 08, 2007
Sec. Of State
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Article I

The name of the Limited Liability Company is:
MACDOWELL II REAL ESTATE HOLDINGS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
12853 BANYAN CREEK DR
FORT MYERS, FL. US 33908

The mailing address of the Limited Liability Company is:
12853 BANYAN CREEK DR
FORT MYERS, FL. US 33908

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS. TO COMPLETE A REVERSE EXCHANGE
UNDER IRC REVENUE PROCEDURE 2000-37

Article IV

The name and Florida street address of the registered agent is:
ISLAND FINANCIAL SERVICES, INC.
12853 BANYAN CREEK DR
FORT MYERS, FL. 33908

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.

Registered Agent Signature: DAVID A. OWENS

Article V

The name and address of managing members/managers are:

Title: MGRM
1031 REVERSE EXCHANGE COMPANY, LLC
12853 BANYAN CREEK DR
FORT MYERS, FL. 33908 US

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Signature of member or an authorized representative of a member

Signature: DAVID A. OWENS