

L080000021712

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
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RE-SUBMIT
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FLORIDA/FOREIGN LIMITED LIABILITY CO

ACP Cornerstone Manager LLC

Certificate of Status	0
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Page Count	03
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T. HAMPTON

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EXAMINER

RECEIVED
08 FEB 29 AM 11:00
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



February 29, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: ACP CORNERSTONE MANAGER LLC
REF: W08000010651

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H08000052667
Letter Number: 208A00012753

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ACP CORNERSTONE MANAGER LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

c/o Americas Capital Partners

444 Brickell Avenue, Suite 900

Miami, Florida 33133

Mailing Address:

c/o Americas Capital Partners

444 Brickell Avenue, Suite 900

Miami, Florida 33133

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

C T Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box NOT acceptable)

Plantation FL 33324

City, State, and Zip

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 as provided for in Chapter 608, F.S.

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CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

FILED
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DIVISION OF CORPORATIONS
08 FEB 28 AM 7:56

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" - Manager

"MGRM" - Managing Member

Name and Address:

MGRM

Allen C. de Olazarra

c/o Americas Capital Partners

444 Brickell Avenue, Suite 900, Miami, FL 33133

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: upon filing (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Allen C. de Olazarra

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)