

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

L08000038846
FILED 8:00 AM
April 17, 2008
Sec. Of State
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Article I

The name of the Limited Liability Company is:

PARTNERS CREDIT II LLC

Article II

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

C/O LOOFBOURROW INC. 44 WALL STREET
20TH FLOOR
NEW YORK, NY. US 10005

The mailing address of the Limited Liability Company is:

C/O LOOFBOURROW INC. 44 WALL STREET
20TH FLOOR
NEW YORK, NY. US 10005

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

MEDLEASE LLC
550 FAIRWAY DRIVE
106
DEERFIELD BEACH, FL. 33441

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: BILL DONIGER

Article V

The name and address of managing members/managers are:

Title: MGR
PARTNERS CREDIT LLC
C/O LOOFBOURROW, INC. 44 WALL ST. 20TH FL
NEW YORK, NY. 10005

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Signature of member or an authorized representative of a member

Signature: PHILIP HALL