

04/30/2008

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GREENBERG TRAUIG → 92278*010000818506176383

Division of Corporations

NO. 744
1 of 1

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : GREENBERG, TRAUIG, HOFFMAN, ET AL.
Account Number : 076077001461
Phone : (305) 789-5357
Fax Number : (305) 961-5357

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FLORIDA/FOREIGN LIMITED LIABILITY CO

FVF Advisors II, LLC

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**ARTICLES OF ORGANIZATION
OF**

FVF ADVISORS II, LLC

ARTICLE I - Name

The name of the Limited Liability Company is FVF Advisors II, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 2999 NE 191st Street, Suite 906, Aventura, Florida 33180.

ARTICLE III - Management

The Company shall be managed by its manager, as set forth in the company's Operating Agreement and is therefore a manager-managed Company. The name and address of the initial manager of the Company is GMH Holdings, Inc., 2999 NE 191st Street, Suite 906, Aventura, FL 33180.

ARTICLE IV - Registered Agent and Office

The name and street address of the Company's initial registered agent and office is CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.

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.

Dated this 30th day of April, 2008.



Debra Palmisano
Authorized Person

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NO. 744 0006

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 30th day of April, 2008.

CT Corporation System

By: Madonna Cuddihy

Name: _____

Title: _____

Madonna Cuddihy

Special Assistant Secretary

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