

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

L08000043277
FILED 8:00 AM
April 30, 2008
Sec. Of State
gharvey

Article I

The name of the Limited Liability Company is:
ATLANTIC/PANAMA VENTURE FUND II LLC

Article II

The street address of the principal office of the Limited Liability Company is:
TWELVE PIEDMONT CENTER
SUITE 418
ATLANTA, GA. US 30305

The mailing address of the Limited Liability Company is:
TWELVE PIEDMONT CENTER
SUITE 418
ATLANTA, GA. US 30305

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:
BUSINESS FILINGS INCORPORATED
1203 GOVERNORS SQUARE BLVD
SUITE 101
TALLAHASSE, FL. 32301

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: NICOLE PIERCE

Article V

The name and address of managing members/managers are:

Title: MGRM
ATLANTIC INVESTORS GP#1, LLC
TWELVE PIEDMONT CENTER, SUITE 418
ATLANTA, GA. 30305 US

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Signature of member or an authorized representative of a member

Signature: SAMUEL F. BOYTE