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Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

DEV-CON URBAN PARTNERS INVESTORS-II, LLC.

Certificate of Status	1
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EXAMINER

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ARTICLES OF ORGANIZATION**OF****DEV-CON URBAN PARTNERS INVESTORS-IL LLC.**

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: DEV-CON URBAN PARTNERS INVESTORS-II, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 299 ALHAMBRA CIRCLE, SUITE 203, CORAL GABLES, FL 33134. The Board of Managers may from time to time move the principal office to another address in Florida.

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT.

That DEV-CON URBAN PARTNERS INVESTORS-II, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates JORGE LOPEZ, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 299 ALHAMBRA CIRCLE, SUITE 203, CORAL GABLES, FL 33134.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The Initial Manager of the Company shall be:

AXEL RIZO of
299 ALHAMBRA CIRCLE, SUITE 203, CORAL GABLES, FL 33134

JORGE LOPEZ of
299 ALHAMBRA CIRCLE, SUITE 203, CORAL GABLES, FL 33134

WITNESS the hand and seal of the Manager in Miami-Dade County, State of Florida, this 11 day of June, 2008

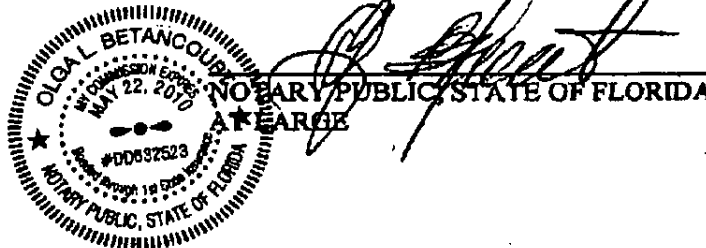
JORGE LOPEZ
Manager

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, JORGE LOPEZ, the Manager of DEV-CON URBAN PARTNERS INVESTORS-II, LLC, for and on behalf of the Company, who produced FL D/L as identification, or is personally known to me, who being by me first duly sworn, acknowledge that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 11 day of June, 2008.

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That DEV-CON URBAN PARTNERS INVESTORS-II, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, designates JORGE LOPEZ, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 299 ALHAMBRA CIRCLE, SUITE 203, CORAL GABLES, FL 33134.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The Registered Agent,

JORGE LOPEZ

Date: June 11, 2008

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