

Sep. 25. 2008 8:47AMns

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Rey and EMF Fund II, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION OF
REY AND EMF FUND II, LLC**

**ARTICLE I
NAME**

The name of the limited liability company is REY AND EMF FUND II, LLC ("Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the Company's principal office is 976 Lake Baldwin Lane, Suite 201, Orlando, Florida 32814.

**ARTICLE III
DURATION**

The period of duration for the Company is for so long as operations continue and until dissolution.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the Company's Initial registered agent in Florida is Rey Group, Inc., whose address is 976 Lake Baldwin Lane, Suite 201, Orlando, Florida 32814, %Walter A. Rey.

**ARTICLE V
MANAGEMENT**

The Company is to be managed by a manager and the name and address of the manager is as follows:

Rey Group, Inc., 976 Lake Baldwin Lane, Suite 201, Orlando, Florida 32814

**ARTICLE VI
ADMISSION OF NEW MEMBERS**

The initial members of the Company are as follows:

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Rey Group, Inc., 976 Lake Baldwin Lane, Suite 201, Orlando, Florida 32814

EMF Fund II LLC, 69 Lake Eden Drive, Suite 100A, Boynton Beach, Florida 33435

Additional members may be admitted by the members in accordance with the Operating Agreement of the Company and the remaining members shall determine the amount and the nature of contributions by new members.

**ARTICLE VII
TERMINATION OF MEMBERSHIP**

The remaining members of the Company shall have the right to continue the business on 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 Company, only in accordance with the Operating Agreement.

**ARTICLE VIII
AMENDING REGULATIONS**

The power to adopt, alter, amend or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 25th day of September, 2008 at the offices of Marchena and Graham, P.A., 976 Lake Baldwin Lane, Suite 101 Orlando, Florida 32814.

REY GROUP, INC. Managing Member

By: 

Walter A. Rey, Chief Executive Officer

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Fla. Statutes, the undersigned limited liability company submits the following statement designating the registered agent/registered office in the state of Florida.

1. The name of the limited liability company is REY AND EMF FUND II, LLC.
2. The name and address of the registered agent and office is: Rey Group, Inc., %Walter A. Rey, 976 Lake Baldwin Lane, Suite 201, Orlando, Florida 32814.
3. 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 and statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated this 25th day of September, 2008.


REY GROUP, INC., a Florida corporation

By: 
Walter A. Rey, Chief Executive Officer

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 25 day of September, 2008, by Walter A. Rey, as Chief Executive Officer of Rey Group, Inc., who is personally known to me.


Notary Public
My Commission Expires:



MELISSA L. MORENO
Commission #DD631913
My Commission Expires
January 22, 2011