

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

L08000109037
FILED 8:00 AM
November 25, 2008
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:
QUEEN SHOALS PRIME GROWTH FUND, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
7933 BAYMEADOWS WAY
SUITE 3
JACKSONVILLE, FL. 32256

The mailing address of the Limited Liability Company is:
P.O. BOX 56727
JACKSONVILLE, FL. 32241

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:
LUDWIG & ASSOCIATES, P.A.
5150 BELFORT ROAD S.
#500
JACKSONVILLE, FL. 32256

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: JEFFREY R. LUDWIG, AS PRESIDENT

Article V

The name and address of managing members/managers are:

Title: MGR
GARY MARTIN
P.O. BOX 56727
JACKSONVILLE, FL. 32241

Title: MGR
BRENDA MARTIN
P.O. BOX 56727
JACKSONVILLE, FL. 32241

Signature of member or an authorized representative of a member

Signature: JEFFREY R. LUDWIG

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