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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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B. KOHR  
JUN 24 2009  
EXAMINER

FILED  
09 JUN 23 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH  
DATE: 06/23/09  
REF. #: 000409.106233  
CORP. NAME: FVS PALMS II, LLC

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- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 530724 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
FVS PALMS II, LLC**

**ARTICLE I: - Name**

The name of the Limited Liability Company is **FVS PALMS II, LLC**

**ARTICLE II: - Address**

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Paulo Miranda  
Akerman Senterfitt  
One SE Third Avenue, 25<sup>th</sup> Floor  
Miami, FL 33131

**ARTICLE III: - Registered Agent, Registered Office, & Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

**CorpDirect Agents, Inc.  
515 East Park Avenue  
Tallahassee, 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 as provided for in Chapter 608, F.S.*

CORPDIRECT AGENTS, INC., Registered Agent

By: Katie Wonsch  
Name: Katie Wonsch  
Title: Assistant Secretary

**ARTICLE IV: - Management**

☒ The Limited Liability Company is to be managed by one Manager or more Managers and is, therefore, a manager - managed company.

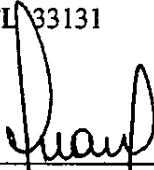
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**ARTICLE V: - Manager(s) or Managing Member(s)**

The name and address of each Manager is as follows:

MGR

Ruy Lemos Sampaio  
c/o Paulo Miranda  
Akerman Senterfitt  
One SE Third Avenue, 25<sup>th</sup> Floor  
Miami, FL 33131



\_\_\_\_\_  
Paulo Miranda, Authorized Signer

(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.)

\_\_\_\_\_  
Paulo Miranda

Typed or printed name of signee