

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

L09000067410
FILED 8:00 AM
July 13, 2009
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:

ADAGIO PRIMA FUND, LLC

Article II

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

414 LAKEFRONT DRIVE
3RD FLOOR
CARILLON BEACH, FL. 32413

The mailing address of the Limited Liability Company is:

414 LAKEFRONT DRIVE
3RD FLOOR
CARILLON BEACH, FL. 32413

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:

ADAGIO CAPITAL MANAGEMENT, LLC
414 LAKEFRONT DRIVE
3RD FLOOR
CARILLON BEACH, FL. 32413

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: KARL R. MOORE

Article V

The name and address of managing members/managers are:

Title: MGR
ADAGIO CAPITAL MANAGEMENT, LLC
414 LAKEFRONT DRIVE, 3RD FLOORE
CARILLON BEACH, FL. 32413 US

L09000067410
FILED 8:00 AM
July 13, 2009
Sec. Of State
gmcleod

Signature of member or an authorized representative of a member

Signature: KARL R. MOORE