

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

L09000116745
FILED 8:00 AM
December 08, 2009
Sec. Of State
jbryan

Article I

The name of the Limited Liability Company is:

THE DEZHI FUND, LLC

Article II

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

241 BRADLEY PLACE
PALM BEACH, FL. 33480

The mailing address of the Limited Liability Company is:

241 BRADLEY PLACE
PALM BEACH, FL. 33480

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:

MARTIN A CONROY
241 BRADLEY PLACE
PALM BEACH, FL. 33480

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: MARTIN A CONROY

Article V

The name and address of managing members/managers are:

Title: MGRM
GEM PROPERTIES & MANAGEMENT INC.
217 PERUVIAN AVENUE
PALM BEACH, FL. 33480

Title: MGR
MARTIN A CONROY
241 BRADLEY PLACE
PALM BEACH, FL. 33480

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Article VI

The effective date for this Limited Liability Company shall be:

12/08/2009

Signature of member or an authorized representative of a member

Signature: MARTIN A CONROY