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Division of Corporations  
Fax Number : (850)617-6383

Effective Date **02/11/2010**

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.  
PONCE VENTURE II MM, LLC**

Certificate of Status	0
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**T. HAMPTON**

FEB 15 2010

**EXAMINER**

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Effective Date 02/11/2010

ARTICLES OF ORGANIZATION  
OF  
PONCE VENTURE II MM, LLC

ARTICLE I - Name

The name of the Company is: Ponce Venture II MM, LLC.

ARTICLE II - Address

The mailing and street address of the company's principal office is:

9155 S. Dadeland Boulevard  
Suite 1602  
Miami, Florida 33156

ARTICLE III - Duration

Unless otherwise provided in the Company's Operating Agreement, the duration of the Company shall be perpetual.

ARTICLE IV - Management

The Company shall be a manager-managed Company.

ARTICLE V - Managers

The Company shall initially have two Managers whose names and addresses appear below:

Joseph A. Sanz  
9155 S. Dadeland Boulevard, Suite 1602  
Miami, Florida 33156

Barry M. Brant  
200 S. Biscayne Blvd., 6<sup>th</sup> Floor  
Miami, Fl. 33131

ARTICLE VI - Effective Date

The effective date of formation of the Company is February 11, 2010.

IN WITNESS WHEREOF, the undersigned representative of the Members has executed these Articles of Organization this February 11, 2010.

  
Norman S. Weider, Esq.

Prepared:  
Norman S. Weider, Esq.  
200 S. Biscayne Boulevard, #700  
Miami, FL 33131  
Phone: (305) 371-6338 - Florida Bar No. 150368  
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: PONCE VENTURE II MM, LLC.
- 2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.  
200 S. Biscayne Boulevard, Suite 700  
Miami, FL 33131

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



NORMAN S. WEIDER

DATE: 2/11/2010

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