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FLORIDA/FOREIGN LIMITED LIABILITY CO. orion venture II ponce, llc

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**ARTICLES OF ORGANIZATION
OF
ORION VENTURE II PONCE, LLC**

ARTICLE I - Name

The name of the Company is: ORION VENTURE II PONCE, 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 one Manager whose name and address appears below:

Ponce Venture II MM, LLC
9155 S. Dadeland Boulevard, Suite 1602
Miami, Florida 33156

ARTICLE VI - Effective Date

The effective date of formation of the Company is February 22, 2010.

IN WITNESS WHEREOF, the undersigned representative of the Members has executed these Articles of Organization this February 22, 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. 150388

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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: ORION VENTURE II PONCE, 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: 2/22/10

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