

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

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Sec. Of State
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Article I

The name of the Limited Liability Company is:

BTI FLORIDA TAX CERTIFICATES VENTURE II, LLC

Article II

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

201 ALHAMBRA CIRCLE
SUITE 601
CORAL GABLES, FL. US 33134

The mailing address of the Limited Liability Company is:

201 ALHAMBRA CIRCLE
SUITE 601
CORAL GABLES, FL. US 33134

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:

MICHAEL B DENBERG
C/O ARNSTEIN & LEHR LLP
200 SOUTH BISCAYNE BOULEVARD, SUITE 3600
MIAMI, FL. 33134

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: MICHAEL B DENBERG

Signature of member or an authorized representative of a member

Signature: MICHAEL B DENBERG