

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

L10000112351
FILED 8:00 AM
October 27, 2010
Sec. Of State
thampton

Article I

The name of the Limited Liability Company is:

ADVANTAGE CAPITAL FLORIDA NMTC PARTNERS VII, LLC

Article II

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

909 POYDRAS ST.
SUITE 2230
NEW ORLEANS, LA. 70112

The mailing address of the Limited Liability Company is:

909 POYDRAS ST.
SUITE 2230
NEW ORLEANS, LA. 70112

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:

PHILIP E MARSHALL
174 W. COMSTOCK
SUITE 209
WINTER PARK, FL. 32789

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: PHILIP E. MARSHALL

Article V

The name and address of managing members/managers are:

Title: MGR
STEVEN T STULL
909 POYDRAS ST., SUITE 2230
NEW ORLEANS, LA. 70112

Title: MGR
MICHAEL T JOHNSON
909 POYDRAS ST., SUITE 2230
NEW ORLEANS, LA. 70112

Signature of member or an authorized representative of a member

Signature: TALMADGE SINGER

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