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ROSSWAY MOORE
TAYLOR & SWAN

ATTORNEYS AND COUNSELORS AT LAW

THE MODERN ONE BUILDING
2101 INDIAN RIVER BOULEVARD, SUITE 200
VERO BEACH, FLORIDA 32960

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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EXAMINER



ROSSWAY MOORE
TAYLOR & SWAN

ATTORNEYS AND COUNSELORS AT LAW

JOHN E. MOORE, III, CPA *
BRADLEY W. ROSSWAY
HELEN E. SCOTT
MICHAEL J. SWAN
J. ATWOOD TAYLOR, III *
THOMAS W. TIERNEY **

* ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
** ALSO ADMITTED IN CALIFORNIA
-- LL.M. REAL PROPERTY DEVELOPMENT

THE MODERN ONE BUILDING
2101 INDIAN RIVER BOULEVARD, SUITE 200
VERO BEACH, FLORIDA 32960
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EDWARD P. SWAN, OF COUNSEL

February 4, 2011

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: MCF Florida II, LLC

Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Organization for MCF Florida II, LLC, for filing with the Secretary of State's Office.

This firm's check in the amount of \$125.00 is also enclosed to cover your filing fee and the Registered Agent Designation fee for the new entity.

Thank you for your assistance and for sending your Certificate of Filing to this office in the enclosed, pre-prepared return envelope.

Sincerely,

J. Atwood Taylor, III

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Encs.

CC: Mooring Capital Fund, LLC, w/encs.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

MCF FLORIDA II, LLC

1. ARTICLES OF ORGANIZATION.

**ARTICLE I
NAME**

The name of the Limited Liability Company is as follows:

MCF FLORIDA II, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is as follows: 8614 Westwood Center Drive, Suite 500, Vienna, Virginia 22182.

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ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the member and the name and address of the Managing Member is as follows:

JOHN M. JACQUEMIN
8614 Westwood Center Drive, Suite 500
Vienna, Virginia 22182

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right to admit additional members and the terms and conditions of the admissions shall be determined, initially by the member; and if other members are admitted, then thereafter as follows:

All of the members named herein, unless they have been expelled or have filed for bankruptcy protection or have withdrawn, retired, or died, shall collectively and only by unanimous consent agree to the admission of new members. Further restrictions on the admission of new members are set forth in a later executed agreement between the members.

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ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company

ARTICLE VII
PURPOSE

This Limited Liability Company has been formed by the member for the purpose of purchasing, developing, selling, owning, leasing, mortgaging, or otherwise dealing in or disposing of real and personal property and for all other legal purposes to which the member or members may elect from time to time to put the said Limited Liability Company.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Organization shall be effected in accordance with Chapter 608, *Florida Statutes*.

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ARTICLE IX
GOVERNANCE AND OPERATION

This Limited Liability Company shall be governed by the members in accordance with and shall operate according to a later executed agreement between the members.

IN WITNESS WHEREOF, the undersigned incorporator has caused these presents to be executed on the date set forth below.

ROSSWAY MOORE TAYLOR & SWAN

By: _____

J. ATWOOD TAYLOR, III, Partner

Date: February 4, 2011

**2. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE.**

**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 SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **MCF FLORIDA II, LLC**
2. The name and address of the Registered Agent and Office is as follows:

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**J. ATWOOD TAYLOR, III
Rossway Moore Taylor & Swan
2101 Indian River Boulevard, Suite 200
Vero Beach, Florida 32960**

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.



J. ATWOOD TAYLOR, III

Date: February 3, 2011

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