

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

L11000035890
FILED 8:00 AM
March 24, 2011
Sec. Of State
ncausseaux

Article I

The name of the Limited Liability Company is:

CPB ANGELS II, LLC

Article II

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

3390 MARY STREET
SUITE 300
MIAMI, FL. 33133

The mailing address of the Limited Liability Company is:

3390 MARY STREET
SUITE 300
MIAMI, FL. 33133

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:

SHAWN W TOLLEY CPA
97665 OVERSEAS HIGHWAY
KEY LARGO, FL. 33037

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: SHAWN W. TOLLEY, CPA

Article V

The name and address of managing members/managers are:

Title: MGRM
CHARLES PORTER
1501 W. 24TH STREET
MIAMI BEACH, FL. 33140

Title: MGRM
JEFFERY STEINHOOR
635 N. GREENWAY DRIVE
CORAL GABLES, FL. 33134

Title: MGRM
ANDREW KELLER
2805 6TH STREET
BOULDER, CO. 80304

Title: MGRM
ROBERT REILLY
3000 WASHINGTON STREET
BOULDER, CO. 80304

Title: MGRM
ERIC LEAR
2224 NE 15TH TERRACE
WILTON MANORS, FL. 33305

Title: MGRM
DAVID ROLFE
1641 4TH STREET #3
BOULDER, CO. 80302

Article VI

The effective date for this Limited Liability Company shall be:

03/24/2011

Signature of member or an authorized representative of a member

Electronic Signature: CARL ST. PHILIP

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

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