Division of Corporations **Electronic Filing Cover Sheet**

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To:

Division of Corporations

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: (850)617-6383

From:

: SHUTTS & BOWEN LLP (ORLANDO) Account Name

Account Number : I20030000004

Fax Number

: (407)423-3200 : (407)843-4076

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FLORIDA LIMITED LIABILITY CO. NOTE INVESTMENTS FUND II, LLC

Certificate of Status 0 0 Certified Copy Page Count 02 \$125.00 Estimated Charge

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

NOTE INVESTMENTS FUND II, LLC

ARTICLE II - Address

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

300 South Orange Avenue, Suite 1000 Orlando, FL 32801

ARTICLE III - Registered Agent and Office and Registered Agent's Signature

The name and the Florida street address of the registered agent are:

CORPORATION COMPANY OF ORLANDO
300 South Orange Avenue
Suite 1000 (DTO)
Orlando, FL 32801-5403

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 as provided for in Chapter 608, Florida Statutes.

CORPORATION COMPANY OF ORLANDO

(Registered Agent's Signature)
Daniel T. O'Keefe, Vice President

Signature of a member or an authorized representative of a member.

Daniel T. O'Keefe, Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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SECRETARY OF SEA