

From:

Division of Corporations

03/27/2014 3:57 PM

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Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
ENERGY PARTNERS II SPV, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
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MAR 31 2014

A. LUNT

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**ARTICLES OF ORGANIZATION
OF
ENERGY PARTNERS II SPV, LLC**

These Articles of Organization of Energy Partners II SPV, LLC are being duly executed by the undersigned for the purposes of forming a limited liability company pursuant to the Florida Revised Limited Liability Company Act.

1. The name of the limited liability company formed hereby is Energy Partners II SPV, LLC (the "**Company**").

2. The mailing address and street address of the principle office of the Company are:

1200 North Federal Highway, Suite 200
Boca Raton, FL 33432

3. The name and the Florida street address of the Company's registered agent is:

Michael Lichtenstein
1200 North Federal Highway, Suite 200
Boca Raton, FL 33432

4. The Company will be managed by a manager. The name and address of each person authorized to manage and control the Company:

<u>Title:</u>	<u>Name and Address:</u>
Manager	Michael Lichtenstein 1200 North Federal Highway, Suite 200 Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned, a member of Energy Partners II SPV, LLC, has caused these Articles of Organization to be duly executed as of this 26th day of March, 2014.

By: 
Michael Lichtenstein, member

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

From:

03/28/2014 00:54

#817 P.003/003

Having been named as registered agent and to accept service of process for the above stated limited liability company, Energy Partners II SPV, LLC, 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 605, F.S..

By:


Michael Lichtenstein

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