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INVESTMENT MANAGEMENT of AMERICA, Inc.
101 Philippe Parkway, Suite 300
Safety Harbor, FL 34647

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Liquid Golf Venture Partners II, LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Certified Copy
☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

ARTICLES OF ORGANIZATION OF
LIQUIDGOLF VENTURE PARTNERS II, LLC

ARTICLE I

Name

The name of the limited liability company ("Company") is LIQUIDGOLF VENTURE PARTNERS II, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695.

ARTICLE III

Duration

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is Gerald C. Parker, 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695. The address of the Company's registered office in Florida is 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695.

ARTICLE V

Management

The Company is to be managed by a manager. The initial manager will serve for one year until the first annual meeting of the members. The initial manager is identified as follows: J. Neal Hutchinson, Jr., Esq., 1570 Madruga Avenue, Suite 211, Coral Gables, Florida 33146.

ARTICLE VI

Admission of New Members

Other than as to those intended Members named below, additional Members shall be admitted to the Company by the consent of the manager, which consent shall be in his sole and exclusive discretion. Replacement Members may be admitted by the conveyance or assignment of the conveying or assigning Member's proportional unit interest in the Company.

ARTICLE VII

Replacement Members

The remaining members of the 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 Company. In

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such event a replacement member may be admitted as stated in Article VI above.

ARTICLE VIII

Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the manager listed in Article V.

The proportion of ownership interest of a member in the Company shall be based on a total of 2,628,150 units.

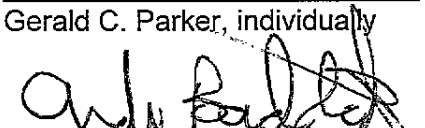
IN WITNESS WHEREOF, we have executed these Articles of Organization on this 10 day of December 1999.

Investment Management of America, Inc.

by 

Gerald C. Parker, Chairman


Gerald C. Parker, individually


Andrew M. Badolato, individually

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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 office/registered agent, in the State of Florida:

- (1) The name of the limited liability company is of LIQUIDGOLF VENTURE PARTNERS II, LLC, a Florida limited liability company (Company).
- (2) The name of Company's initial registered agent in Florida is Gerald C. Parker, 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695. The address of the Company's registered office in Florida is 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: This 10 day of December 1999.


Gerald C. Parker

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