

ARTICLES OF ORGANIZATION

OMNIVEST PARK II, LLC

The undersigned natural person of the age of eighteen years or more, acting as organizer of a Limited Liability Company under the Colorado Limited Liability Company Act, adopts the following Articles of Organization for such Limited Liability Company:

FIRST: The name of the Limited Liability Company is: **SECRETARY OF STATE**
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09-08-95 15:55
Omnivest Park II, LLC

SECOND: The Limited Liability Company's principal place of business is:

1401 Seventeenth Street
Suite 1520
Denver, CO 80202

THIRD: The Limited Liability Company is organized for any legal and lawful purpose pursuant to the Colorado Limited Liability Company Act.

FOURTH: The name and business address of the initial registered agent is:

John C. Mitchell, III
1401 Seventeenth Street
Suite 1460
Denver, CO 80202

FIFTH: The management is vested in its managers.

SIXTH: The name and business address of the initial Managers are:

Omnivest International, Inc., <i>PM</i>	Omnivest Realty, Inc., <i>PM</i>
a Nevada corporation	a Colorado corporation
1401 Seventeenth Street	1401 Seventeenth Street
Suite 1520	Suite 320
Denver, CO 80202	Denver, CO 80202

SEVENTH: The name and address of the organizer is:

John C. Mitchell, III
1401 Seventeenth Street
Suite 1460
Denver, CO 80202

Signed:

John C. Mitchell III
John C. Mitchell, III

