

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
FIRST FINANCIAL INVESTMENT FUND II, LLC**

File Number W 102823

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: April 25, 2011



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

11 APR 25 AM 8:28
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

First Financial Investment Fund II, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: DE

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

1111 West Jefferson Suite 530, Boise, ID 83702

5. The street and mailing address of the limited liability company's principal office is:

230 Peachtree St, Suite 1700, Atlanta, GA 30303

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

The Corporation Trust Company

1209 Orange Street

Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Mary Maloney

230 Peachtree St, Suite 1700, Atlanta, GA 30303

8. The mailing address for future correspondence:

230 Peachtree St, Suite 1700, Atlanta, GA 30303

9. Signature of a manager, member or authorized person:

Signature

Robert Chalavoutis

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
04/26/2011 05:00
CK: 8476 CT: 257662 DH: 1270778
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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST FINANCIAL INVESTMENT FUND II, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MARCH, A.D. 2011.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8660870

DATE: 03-30-11