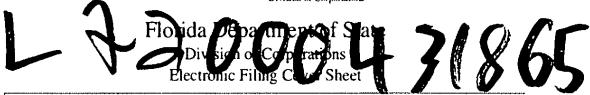
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Division of Corporations



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From:

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FLORIDA LIMITED LIABILITY CO. IT'SUGAR FL III, LLC

| Certificate of Status | 1 | | |
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ARTICLES OF ORGANIZATION OF IT'SUGAR FL III, LLC

ARTICLE I: NAME

The name of the limited liability company is IT'SUGAR FL III, LLC (the "Company").

ARTICLE II: ADDRESS

The street and mailing address of the principal office of the Company is 201 East Las Olas Boulevard, Suite 1900, Ft, Lauderdale, FL 33301.

ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

Steams Weaver Miller, PA Museum Tower 150 West Flagler Street Suite 2200 Miami, FL 33130

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 of the Florida Statutes.

Registered Agent Signature

Print Name: Alison W. Miller

ARTICLE IV: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Organization shall be the date and time that these Articles of Organization are filed with the Florida Department of State, Division of Corporations.

ARTICLE V: PURPOSE

The Company is being formed for the purpose of transacting any and all lawful business for which a limited liability company may be organized under the Florida Revised Limited Liability Company Act.

ARTICLE VI: DURATION

The Company is formed for an indefinite duration.

ARTICLE VII: MANAGERS AND OFFICERS

The name and address of each person authorized to manage the Company:

Name and Address: Title: BBX Sweet Holdings, LLC Manager 201 East Las Olas Boulevard, Suite 1900 Ft. Lauderdale, FL 33301 Jarett S. Levan, 201 East Las Olas Boulevard, Chief Executive Officer Suite 1900, Ft, Lauderdale, FL 33301 Jeff Rubin, 201 East Las Olas Boulevard, Suite Executive Vice President 1900, Ft, Lauderdale, FL 33301 Brett M. Sheppard, 201 East Las Olas Executive Vice President Boulevard, Suite 1900, Ft, Lauderdale, FL 33301 Brett M. Sheppard, 201 East Las Olas Treasurer Boulevard, Suite 1900, Ft, Lauderdale, FL 33301 Linda M. Drapos, 201 East Las Olas Boulevard, Secretary Suite 1900, Ft, Lauderdale, FL 33301

Signature of member or an authorized representative:

Brian K. Kopelowitz, Authorized Representative

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the Company and every year thereafter to maintain "active" status.