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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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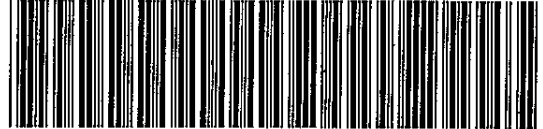
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 JAN 20 PM 3:01

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Urban Franchise Fund, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian Culmer

(Name of Person)

BAC Funding Corporation

(Firm/Company)

6600 NW 27th Avenue

(Address)

Miami, FL 33147

(City/State and Zip Code)

For further information concerning this matter, please call:

Brian Culmer

(Name of Person)

at (305) 693-3550

(Area Code & Day time Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Urban Franchise Fund, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

6600 NW 27th Avenue

Miami, FL 33147

Mailing Address:

6600 NW 27th Avenue

Miami, FL 33147

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

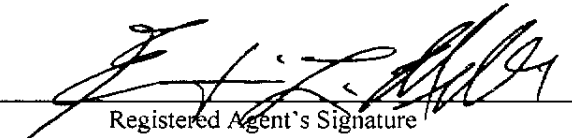
The name and the Florida street address of the registered agent are:

Edwin L. Miller
Name

6600 NW 27th Avenue
Florida street address (P.O. Box **NOT** acceptable)

Miami FLORIDA 33147
City, State, and Zip

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 as provided for in Chapter 608, Florida Statutes..


Registered Agent's Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Edwin L. Miller

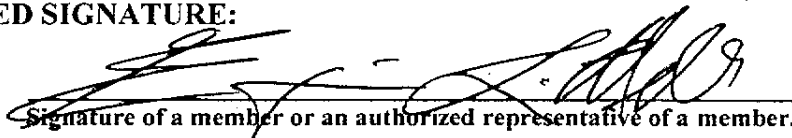
6600 NW 27th Avenue

Miami, FL 33147

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Edwin L. Miller

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)