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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

BAYVIEW HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
BAYVIEW HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **BAYVIEW HOLDINGS, LLC** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1814 Medea Court, Naples, Florida 34109.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- PURPOSE

The purpose for which this Limited Liability Company is organized is to perform any lawful purpose except that of banking and insurance.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is James Riesenberg, 1814 Medea Court, Naples, Florida 34109.

ARTICLE VI -- CAPITAL CONTRIBUTIONS

The initial member of the company shall contribute to the capital of the company the sum of \$1,000.00.

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ARTICLE VII -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VIII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as all the members determine. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX -- INITIAL MEMBER

The initial member of the company shall be James Riesenberg.

ARTICLE X -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is James Riesenberg, 1814 Medea Court, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, on this 31st day of May, 2002.

Name of Organizer


JAMES RIESENBERG

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF ~~COLLIER~~ *MARION*

Sworn to and subscribed before me this 31st day of May, 2002, by **JAMES RIESENBERG** who is personally known or produced the following identification



Mary L. Rountree
MY COMMISSION # DD017292 EXPIRES
April 20, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Mary L. Rountree

Notary Public

My commission expires on:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **BAYVIEW HOLDINGS LLC**, I hereby accept the designation and agree to act as the Registered Agent of said company.

Dated: May 31, 2002.

James Riesenber
JAMES RIESENBERG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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