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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

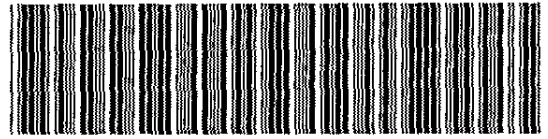
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. BlueGreen Interests, LLC
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time PLS. CALL Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

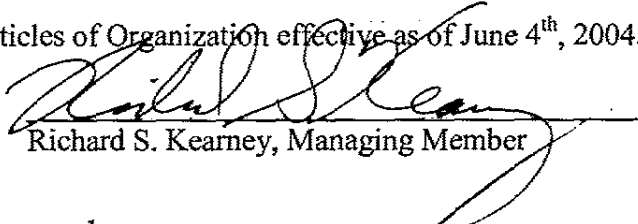
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**ARTICLES OF ORGANIZATION
OF
BLUEGREEN INTERESTS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is BlueGreen Interests, LLC ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State and shall have a perpetual duration until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members or until terminated by the terms of any Operating Agreement between the members.
3. Mailing Address. The Company's mailing address is: 1700 Summit Lake Drive, Tallahassee, Florida 32317.
4. Additional Members. Additional members to the Company may be admitted, but only if the members agree to the admission of the additional members and to the terms of admission all in accordance with the terms of the Operating Agreement.
5. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, withdraws, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall continue.
6. Management of the Company. The management of the limited liability company is reserved to one or more managers, as described in the Operating Agreement. Richard S. Kearney shall be the initial manager.
7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.
8. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.
9. Registered Agent and Office. The name of the initial registered agent of the Company is: Fred Harris, 101 East College Avenue, Tallahassee, Florida 32301.

The undersigned executed these Articles of Organization effective as of June 4th, 2004.


Richard S. Kearney, Managing Member

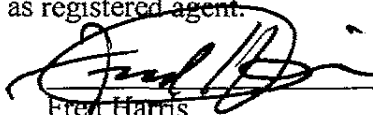
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
AND
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is BlueGreen Interests, LLC
2. The name and address of the registered agent and office is:

Fred Harris
101 East College Avenue
Tallahassee, Florida 32301.

Having been named as registered agent and to accept service of process for the above stated limited liability 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.



Fred Harris
Registered Agent

Date: June 8, 2004