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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

BLS Orange Park, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
BLS ORANGE PARK, LLC**

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ARTICLE I - Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Limited Liability Company is BLS ORANGE PARK, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is c/o Bayview Financial, L.P., 4425 Ponce de Leon Boulevard, 4th Floor, Coral Gables, Florida 33146.

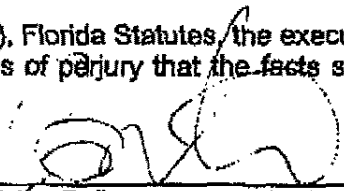
ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is c/o Bayview Financial, L.P., 4425 Ponce de Leon Boulevard, 4th Floor, Coral Gables, Florida 33146, and the name of its initial registered agent at such office is Brian E. Bornstein.

ARTICLE IV - Management

The Company will be managed by one or more managers and is therefore, a manager-managed company. The Managers shall be selected by the member in the manner prescribed by and provided for in the Operating Agreement.

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. Dated this 4th day of November, 2004.



Brian E. Bornstein, Authorized Signor

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608. Dated this 4th day of November, 2004:



Brian E. Bornstein, Registered Agent