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From: *John P. Dwyer, Legal Counsel*
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001353
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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BAYROCK PARTNERS WOODMONT, LLC

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FAX AUDIT No. (H06000010923)

**ARTICLES OF ORGANIZATION
FOR
BAYROCK PARTNERS WOODMONT, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is: Bayrock Partners Woodmont, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Bayrock Group LLC, 725 Fifth Avenue, 24th Floor, New York, NY 10022.

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

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

American Information Services, Inc.
One S.E. 3rd Avenue
28th Floor
Miami, FL 33131

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 as provided for in Chapter 608, F.S.

American Information Services, Inc.

By *Nery C. Toledo*
Nery C. Toledo, Assistant Secretary
Registered Agent's Signature

Susanne Zabloudil
Susanne Zabloudil, Esq.
Authorized representative of a member

Signed and dated this 13th day of January, 2006.

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