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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**BMC, LLC**

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
BMC, LLC**

The undersigned, being authorized to execute and file these Amended and Restated Articles of Organization pursuant to Section 608.411, Florida Statutes, hereby certifies that:

FIRST: The company was originally formed under the laws of the State of Florida on February 22, 2006 under the name BMC, LLC.

SECOND: That the Articles of Organization of the company shall be amended and restated to read in full as follows:

ARTICLE I - Name

The name of the Limited Liability Company is: BMC, LLC.

ARTICLE II - Address

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

400 Arthur Godfrey Road, Suite 200
Miami Beach, Florida 33140

ARTICLE III - Registered Agent/Office

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

Registered Agents of Florida, LLC
100 S.E. Second Street, Suite 2900
Miami, Florida 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, 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 Chapter 608, F.S.

REGISTERED AGENTS OF FLORIDA, LLC

By: Charles J. Renner

Charles J. Renner, Vice President

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ARTICLE VI - Management

The Company will be manager-managed and the managers of the Company are as follows:

Name:

Address:

Philip Wolman

400 Arthur Godfrey Road, Suite 200
Miami Beach, Florida 33140

Eric D. Sheppard

400 Arthur Godfrey Road, Suite 200
Miami Beach, Florida 33140

William Wedren

400 Arthur Godfrey Road, Suite 200
Miami Beach, Florida 33140

The undersigned member has executed these Amended and Restated Articles of Organization this 31 day of October, 2006.


Eric D. Sheppard

(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.)

GENERAL ESTATE - All Open Phenix/WEQWEN/Emil/Br/MC LLC Amended and Restated Articles of Organization.DOC

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