

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : BARNETT, BOLT, KIRKWOOD, LONG & MCBRIDE
Account Number : 072731001155
Phone : (813) 253-2020
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TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO

BAC Real Estate Investments, LLC

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**ARTICLES OF ORGANIZATION
OF
BAC REAL ESTATE INVESTMENTS, LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:

BAC Real Estate Investments, LLC

(hereafter, the "Company").

ARTICLE 2

Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3

Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 201 E. Kennedy Boulevard, Suite 1000, Tampa, Florida 33602.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of the Company is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of the Company at that address is Leslie J. Barnett.

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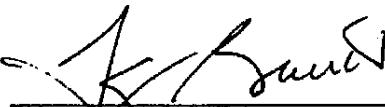
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ARTICLE 5
Management of the Company

The management of the Company is reserved to its members.

IN WITNESS WHEREOF, the undersigned authorized representative of the member has executed these Articles of Organization this 25th day of May, 2006, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of his position as registered agent of the Company as provided for in Chapter 608 of the Florida Statutes.



LESLIE J. BARNETT, Authorized Representative
and Registered Agent

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