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FLORIDA/FOREIGN LIMITED LIABILITY CO.

BPOP 2E & 2F, LLC

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CARLTON FIELDS

ATTORNEYS AT LAW

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Message:

BPOP 2E & 2F, LLC

See attached Electronic Filing Cover Sheet and Articles of Organization.

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CARLTON, FIELDS, P.A.

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**ARTICLES OF ORGANIZATION
OF
BPOP 2E & 2F, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following articles of organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is **BPOP 2E & 2F, LLC**.

ARTICLE II

Initial Principal Office Street and Mailing Addresses

The street and mailing addresses of the initial principal office of the Company are 2325 Ulmerton Road, Suite 20, Clearwater, Florida 33762.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is 4221 West Boy Scout Boulevard, Tampa, Florida 33607, and the name of its initial registered agent at that address is CFRA, LLC, a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE IV

Authorized Representative

The name and address of the authorized representative of the organizing member of the Company executing these articles of organization are:

Name

Joel B. Giles

Address

200 Central Avenue, Suite 2300
St. Petersburg, Florida 33701

Effective as of January 11, 2007.

By: 

JOEL B. GILES,
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Effective as of January 11, 2007.

REGISTERED AGENT:

CFRA, LLC

By: 

JOEL B. GILES, its Authorized Agent

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