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EFFECTIVE DATE
9/27/07

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BRE-II-B, LLC

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ARTICLES OF ORGANIZATION
OF
BRE II-B, LLC

1. Name. The name of this limited liability company is **BRE II-B, LLC**, a Florida limited liability company (the "Company").
2. Duration. The Company shall be effective as of September 27, 2007 and shall thereafter have perpetual existence.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office is 9501 Palm River Road, Tampa, Florida 33619.
5. Registered Agent and Office. The name of the initial registered agent of the Company is American Information Services, Inc. The street address of the initial registered agent of the Company is 401 E. Jackson Street, Suite 1700, Tampa, FL 33602.
6. Contributions to the Company. No cash or property has been contributed to the Company by its members. No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the consent of the members of the Company at the time admission is sought.
8. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless all remaining members agree in writing to continue the business of the Company.
9. Management of the Company. The Company is a manager managed company as described more fully in the operating agreement of the Company ("Operating Agreement"), and the business and affairs of the Company shall be managed by or under the direction of one or more managers (the "manager"). The name and current address of the managers are as follows, who shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement:

Marie G. Bartholomew
9501 Palm River Rd
Tampa, FL 33619

Bradford Bartholomew
9501 Palm River Rd
Tampa, FL 33619

The undersigned executed these Articles of Organization on the 1st day of October, 2007.


Aileen S. Davis, Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **BRE II-B, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 1st day of October, 2007.

American Information Services, Inc.

By: 
Aileen S. Davis, Vice President

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