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DEPARTMENT OF STATE  
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*407A 10/12/07*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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CONTACT: TRACY SPEAR

DATE: 10-11-07

REF. #: 000672.75922

CORP. NAME: BFLP III, LLC

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |   |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 523243 FOR \$ 130.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
BFLP III, LLC**

**FILED**  
07 OCT 11 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **BFLP III, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

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.

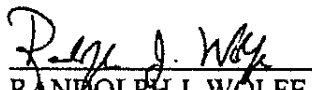
4. Place of Principal Office. The mailing and street address of the Company's principal office is 320 U.S. Highway 41, South, Inverness, Florida 34450.

5. Registered Agent and Office. The name of the initial registered agent of the Company is F & L Corp. The street address of the initial registered agent of the Company is One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

6. Management of the Company. The management of the Company shall be vested in the managers of the Company. The initial manager of the Company is Joseph S. Brannen, whose address is 320 U.S. Highway 41, South, Inverness, Florida 34450.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

The undersigned executed these Articles of Organization on the 11<sup>th</sup> day of October, 2007. (In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

  
\_\_\_\_\_  
RANDOLPH J. WOLFE,

Authorized Representative of Member

### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F & L CORP

By: Randy J. Wolfe  
Randolph J. Wolfe, Vice President

Dated: October 11, 2007