

10/31/2007 15:00 FAX 3057893395

Division of Corporations

STEARNS WEAVER MILLER

10/31/2003

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Florida Department of State

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Moorings Second Lien Lender, LLC

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**ARTICLES OF ORGANIZATION
OF MOORINGS SECOND LIEN LENDER, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is Moorings Second Lien Lender, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 255 East Brown Street, Suite 300, Birmingham, Michigan 48009.

ARTICLE III - DURATION

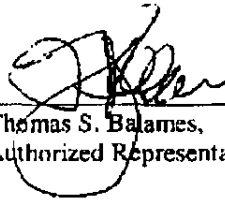
The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Corporation Service Company	1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 31st day of October 2007.


Thomas S. Balames,
Authorized Representative of the Member

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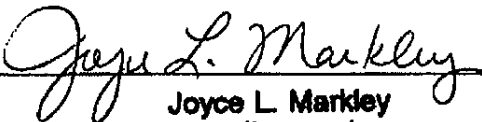
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REGISTERED AGENT=S ACCEPTANCE

Having been named as registered agent and to accept service of process for Moorings Second Lien Lender, LLC 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, Florida Statutes.

Dated: October 31, 2007

Corporation Service Company,
as registered agent

By: 
Joyce L. Markley
as its agent

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