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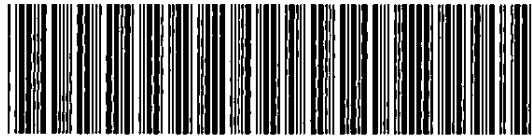
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TALLAHASSEE, FLORIDA

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07 NOV 26 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BK 11/27



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 331177 7103152

AUTHORIZATION

COST LIMIT : \$ 125.00

FILED  
07 NOV 26 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : November 26, 2007

ORDER TIME : 3:21 PM

ORDER NO. : 331177-005

CUSTOMER NO: 7103152

DOMESTIC FILING

NAME: BCB MARCELLO, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 2916

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION  
OF  
**BCB MARCELLO, LLC,**  
a Florida Limited Liability Company

**FILED**  
07 NOV 26 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the authorized representative of the initial members of a limited liability company to be organized under the Florida Limited Liability Company Act, adopts and submits the following Articles of Organization for such limited liability company:

**ARTICLE I  
NAME**

The name of the limited liability company shall be **BCB MARCELLO, LLC**, a Florida limited liability company (the "Company").

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **3696 Enterprise Avenue, Suite 100, Naples, Florida 34104.**

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4001 Tamiami Trail North, Suite 300, Naples, Florida, 34103**, and the name of the initial registered agent at such address is **Goodlette, Coleman & Johnson, P.A.**

**ARTICLE IV  
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

**ARTICLE V  
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

**ARTICLE VI  
DURATION**

The Company's duration shall be perpetual.

**ARTICLE VII  
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial members. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE VIII  
MANAGING MEMBER**

The Company will be managed by one or more managing members, who shall be designated, appointed or elected by the members, as more fully described in the Operating Agreement and Regulations. The initial number of managing members of the Company shall be one (1) which shall be designated, appointed or elected in accordance with the terms of the Operating Agreement and Regulations of the Company. The number of managing members may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. Until such time as a successor or substitute is elected, appointed or designated in accordance with the Operating Agreement and Regulations, the managing member of the Company shall be as follows:

**MGMR:        BCB Homes, Inc., a Florida corporation  
                 3696 Enterprise Avenue, Suite 100  
                 Naples, Florida 34104**

IN WITNESS WHEREOF, the undersigned, being the duly authorized representative of the members, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 26<sup>th</sup> day of November, 2007.

By: \_\_\_\_\_

Craig D. Grider  
Authorized Representative

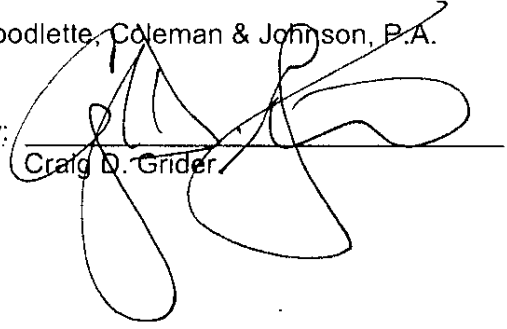
### ACCEPTANCE BY REGISTERED AGENT

I, **Craig D. Grider**, on behalf of Goodlette, Coleman & Johnson, P.A., having been duly designated to act as registered agent and to accept service of process for BCB MARCELLO, LLC, a limited liability company to be organized under the Florida Limited Liability Company Act, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the designations of my position as Registered Agent.

Goodlette, Coleman & Johnson, P.A.

By:

Craig D. Grider

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to read 'Craig D. Grider'.

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