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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CATFISH REO LLC

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J. BRYAN

JAN 14 2008

EXAMINER

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**ARTICLES OF ORGANIZATION
OF
CATFISH REO LLC**

The undersigned authorized agent of the initial Members of the limited liability company hereby certifies that the Members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, and provided for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be CATFISH REO LLC (the "Company").

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be: 7250 College Parkway, Suite 3, Fort Myers, Florida 33907.

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Naples-Lawdock, Inc., 1395 Panther Lane, Suite 300, Naples, Florida 34109.

**ARTICLE IV
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Agreement.

**ARTICLE V
MANAGEMENT**

The Company shall be member-managed in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the regulation and management of the

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affairs of the Company not inconsistent with law, this Instrument and the Florida Limited Liability Company Act.

ARTICLE VI
RESTRICTIONS ON MEMBERSHIP

The Members shall have the right to admit new Members upon making such contributions as are set out in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or other dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, the existence of the Company shall continue.

Executed by the undersigned at Naples, Florida, on the 10th day of January, 2008.


FRANK J. CAMPOAMOR, ESQ.,
as authorized representative

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME the undersigned authority, this 10th day of January, 2008, personally appeared FRANK J. CAMPOAMOR, ESQ., as authorized representative of the initial Members of CATFISH REO LLC, who is personally known to me.

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(SEAL)



Monica Kinnow
Notary Public - State of Florida
Printed Name: Monica Kinnow
My commission expires: 10/26/10

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

THE NAME OF THE LIMITED LIABILITY COMPANY IS **CATFISH REO LLC**.

THE NAME OF THE INITIAL REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY IS NAPLES-LAWDOCK, INC., AND THE ADDRESS OF THE OFFICE OF THE REGISTERED AGENT IS 1395 PANTHER LANE, SUITE 300, NAPLES, FLORIDA 34109.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of CATFISH REO LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and 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 his duties, and is familiar with and accept the obligations of the position of registered agent.

Date: January 10, 2008

NAPLES-LAWDOCK, INC.,
a Florida Corporation

By: 

BENJAMIN B. BROWN, ESQ.,
its Vice President

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