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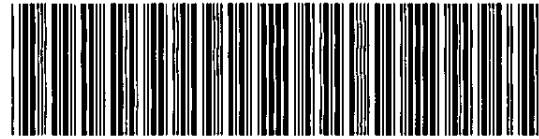
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DATE: 3/12/2008

NAME: BFC PARK AVENUE, LLC

**TYPE OF FILING:
CONVERSION/ARTICLES OF ORGANIZATION**

COST:

RETURN: CERTIFIED COPY & GOOD STANDING

ACCOUNT: FCA000000015

AUTHORIZATION: PAUL / ABBIE HODGE



A.5(a)(2)
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TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
OF
250 PARK AVENUE LTD., LLLP,
(a Florida limited liability limited partnership)
TO
BFC PARK AVENUE, LLC,
(a Florida limited liability company)

Pursuant to the provisions of Chapters 608 and 620 of the Florida Statutes, this Certificate of Conversion and attached Articles of Organization are submitted to convert 250 Park Avenue Ltd., LLLP, a Florida limited liability limited partnership into BFC Park Avenue, LLC, a Florida limited liability company. **A0000000567**

1. The Certificate of Limited Partnership of 250 Park Avenue Ltd., LLLP (the "Partnership"), was duly filed with the Florida Secretary of State on March 31, 2000 and amended on August 8, 2003.

2. The name of the limited partnership prior to conversion to a limited liability company is 250 Park Avenue Ltd., LLLP.

3. The name of the limited liability company into which the Partnership will convert, as provided by the attached Articles of Organization, shall be BFC Park Avenue, LLC.

4. The plan of conversion was approved by the general and limited partners of the Partnership as required by Chapter 620, Florida Statutes.

5. The effective time of this Certificate of Conversion shall be March 13, 2008 (the "Effective Time").

[SIGNATURE ON NEXT PAGE]

A.5(a)(2)

IN WITNESS WHEREOF, this Certificate of Conversion has been executed and is effective as of the Effective Time.

GENERAL PARTNER

BFC PARK AVENUE GP, INC.

By: W.P. Battaglia
W.P. Battaglia, President

A.5(a)(2)
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ARTICLES OF ORGANIZATION
OF
BFC PARK AVENUE, LLC

The undersigned, acting as the organizer of BFC Park Avenue, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is BFC Park Avenue, LLC (the "Company").

ARTICLE II - Address:

The mailing address of the Company is P.O. Box 3010, Winter Park, Florida 32790-3010, and the street address of the Company is 250 Park Avenue South, Suite 630, Winter Park, Florida 32789.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by its Member(s), unless and until one or more managers are appointed in accordance with the Operating Agreement of the Company, in which case the Company shall be managed by one or more managers. The managers shall be elected as described in the Operating Agreement.

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the written consent of the then existing Members of the Company owning a majority of the outstanding percentage interest in the Company.

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be W.P. Battaglia, and the street address of the Company's initial registered office is 250 Park Avenue South, Suite 630, Winter Park, Florida 32789.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a member or manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or the Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member, manager or officer existing at the time of such repeal or amendment.

ARTICLE X – Continuation of Business:

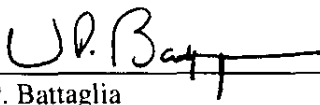
Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

ARTICLE XI – Effective Date and Time:

These Articles of Organization shall take effect as of March 13, 2008.

A.5(a)(2)

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization effective as of the date and time contained in Article XI herein.



W.P. Battaglia

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the limited liability company is BFC Park Avenue, LLC.
2. The name and address of the registered agent and office is:

W.P. Battaglia
250 Park Avenue South
Suite 630
Winter Park, Florida 32789

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I 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 I am familiar with and accept the obligations of my position as registered agent.



W.P. Battaglia

Dated this 27th day of December, 2007.