

Division of

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**L080000028740**

*attn: Leslie Sellers*

Florida Department of State  
Division of Corporations  
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**L. SELLERS**

MAR 19 2008

**EXAMINER**

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**BAYVIEW INVESTMENTS LIMITED LLC**

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March 17, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EXPRESS

SUBJECT: BAYVIEW INVESTMENTS LIMITED LLC  
REF: W08000013882

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity cannot include "LIMITED." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Leslia Sellers  
Regulatory Specialist II

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**ARTICLES OF ORGANIZATION  
OF  
BAYVIEW INVESTMENTS HOLDING LLC**

**ARTICLE I**

**NAME**

The name of this limited liability company is **BAYVIEW INVESTMENTS HOLDING LLC** (hereinafter "the Company").

**ARTICLE II**

**ADDRESS**

The mailing address and principal office is c/o Mitchell S. Polansky, Esq., 2665 South Bayshore Dr., Ste. 703, Miami, FL 33133.

**ARTICLE III**

**DURATION**

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Mitchell S. Polansky, Esq.  
2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133

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**ARTICLE V**

**PURPOSE**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

**ARTICLE VI**

**ORGANIZER**

The name and street and mailing address of the person signing these Articles as Organizer is:

Mitchell S. Polansky, Esq.  
2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133

**ARTICLE VII**

**MANAGEMENT**

The Company will be managed by three (3) managers and is, therefore, a member-managed company. The following shall be the initial managers:

Bayview Investments Limited, a Jersey company

Stewart Walker

Christiaan de Bruyn

Mitchell S. Polansky

**ARTICLE VIII**

**AUTHORITY AND AUTHORITY AND RIGHTS OF THE MANAGER**

All rights to manage the affairs of the Company shall be vested in the Managers of the Company. The Managers shall have full power and authority to do, execute and

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perform every act necessary on behalf of the Company, including, but not limited to, the authority and right to perform the following actions:

- i) To purchase, sell, convey, mortgage or transfer any real property (or rights therein) owned in whole or in part by the Company.
- ii) To lend money, encumber real property and perform any other actions, deemed necessary and in the best interest of the Company.
- iii) To borrow money and issue evidences of indebtedness necessary, convenient, or incidental to the accomplishment of the purposes of the Company, and secure the same by mortgage, pledge, or other lien on any Company assets.
- iv) Make any investment or acquire by purchase, lease, or otherwise, any real or personal property ("Investment") which may be necessary, convenient, or incidental.
- v) Make any expenditure deemed necessary, convenient or incidental to the accomplishment of the Company, in the Manager's sole discretion.
- vi) Execute, in furtherance of any or all of the purposes of the Company, any warranty deed, lease, mortgage, deed of trust, mortgage note, promissory note, bill of sale, contract, or other instrument purporting to purchase, acquire, convey or encumber any or all of the Company assets or real property.
- vii) Prepay in whole or in part, refinance, recast, increase, modify, or extend any liabilities affecting the assets of the Company and in connection therewith execute any extensions or renewals of encumbrances on any or all of such assets.
- viii) Care for and distribute the funds of the Company by way of cash income, return of capital, or otherwise.
- ix) To legally bind the Company.
- x) Institute, prosecute, defend, settle, compromise, and dismiss lawsuits or other judicial or administrative proceedings brought on or in behalf of, or against, the Company, and to engage counsel or others in connection therewith.

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In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Mitchell S. Polansky, Esq.

**ORGANIZER**

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 12 day of March 2008.

  
\_\_\_\_\_  
Mitchell S. Polansky

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

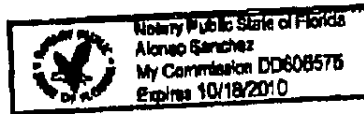
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I HEREBY CERTIFY that on this day, before me, personally appeared Mitchell S. Polansky, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 12 day of March 2008.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:



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**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of BAYVIEW INVESTMENTS HOLDING LLC named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 15 day of March 2008.

  
\_\_\_\_\_  
Mitchell S. Polarsky, Esq.

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