

Division of Corporations

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BAPOP FUNDING LLC

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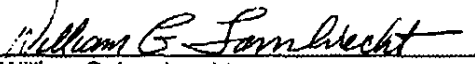
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**ARTICLES OF ORGANIZATION
OF
BAPOP FUNDING LLC**

The undersigned, a member or authorized representative, hereby subscribes to these Articles of Organization to form a limited liability company (the "Company") under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) and in accordance with F.S. § 608.407.

1. Name. The name of the Company is Bapop Funding LLC.
2. Mailing Address and Street Address of Principal Office. The mailing address and the street address of the principal office of the Company is 2032 Hillview Street, Sarasota, FL 34239.
3. Name and Street Address of Initial Registered Agent. The name and street address of the Company's initial registered agent is William G. Lambrecht, 200 South Orange Avenue, Sarasota, Florida 34236.
4. Acknowledgement of Registered Agent. In accordance with F.S. §§ 608.407(c) and 608.415, the undersigned is familiar with the obligations imposed on the position of registered agent by the Florida Limited Liability Company Act and hereby accepts appointment as the initial registered agent of the Company.
5. Existence. In accordance with F.S. § 608.409, the Company's existence shall begin at the date and time these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement.
6. Amendment. These Articles of Organization may be amended in the manner provided in the Operating Agreement of the Company.

In witness whereof, the undersigned member or authorized representative has executed these Articles of Organization as of the 8th day of April 2008.


William G. Lambrecht
Member or Authorized Representative
and as Registered Agent

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