

Division of Corporations

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Division of Corporations
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BAILEY MORTGAGE HOLDINGS, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
BAILEY MORTGAGE HOLDINGS, LLC**

These Amended and Restated Articles of Organization, having been approved by the Company's sole and single Member, restates the Articles of Organization filed with the State of Florida on April 25, 2008, and bearing Florida Document Number L08000041678, as provided by Chapter 608.411 of the Florida Statutes.

1. NAME.

The name of the Limited Liability Company is: **Bailey Mortgage Holdings, LLC.**

2. ADDRESS.

The mailing address for the Limited Liability Company is: P.O. Box 490090, Leesburg, Florida 34749; and the street address of the principal office in Florida for the Limited Liability Company is: 39040 Lakewood Lane, Lady Lake, Florida 32159.

3. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company is dissolved pursuant to provisions of the Florida Limited Liability Company Act, the Articles of Organization of the Limited Liability Company, or the Operating Agreement of the Limited Liability Company.

4. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

5. REGISTERED AGENT.

The name and address of the registered agent in Florida for the Limited Liability Company is: Elijah Bailey, 39040 Lakewood Lane, Lady Lake, Florida 32159.

6. ADDITIONAL MEMBERS.

Additional members may be admitted upon a unanimous vote of the then existing members.

7. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member

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or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of at least two-thirds of the remaining members of the Limited Liability Company.

8. MANAGEMENT.

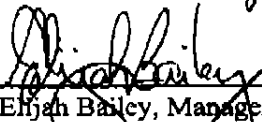
The Limited Liability Company is to be manager managed. The name and address of the manager is as follows:

Elijah Bailey
39040 Lakewood Lane
Lady Lake, Florida 32159

9. EFFECTIVE DATE.

The effective date of this Amendment is the date of filing of these Amended and Restated Articles of Organization.

Executed at Lake County, Florida, on the 28 day of July, 2008.


Elijah Bailey, Manager

STATE OF FLORIDA COUNTY OF LAKE

The foregoing Amended and Restated Articles of Organization was acknowledged before me, this 28th day of July, 2008, by Elijah Bailey, Manager of the L.L.C., who personally known to me.


NOTARY PUBLIC - STATE OF FLORIDA
(Signature of Notary Public)

Patricia A. Maynard
(Print Name of Notary Public)

(Serial/Commission Number)

[SEAL]



PATRICIA A. MAYNARD
MY COMMISSION # DD 470860
EXPIRES: January 12, 2010
Bonded Thru Budget Notary Services

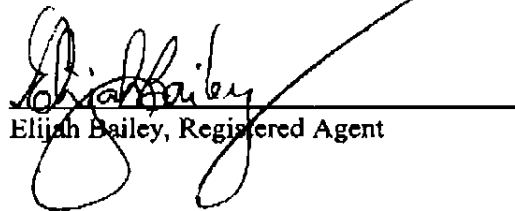
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ACCEPTANCE BY REGISTERED AGENT:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR SAID LIMITED LIABILITY COMPANY.


Elijah Bailey, Registered Agent

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