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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Babson Park 35, LLC

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JUN 20 2008

EXAMINER

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
BABSON PARK 35, LLC**

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Babson Park 35, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Company is 3 Albritton Road, Alturas, Florida 33820. The mailing address of the principal office of the Company is P. O. Box 256, Alturas, Florida 33820-0256.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 3 Albritton Road, Alturas, Florida 33820. The name of the registered agent of the Company at that address is Nicholas F. Albritton.

ARTICLE IV - MANAGEMENT

The Company is to be a member-managed company. The name and address of the initial sole member of the Company are:

Albritton & Sons, Ltd.
3 Albritton Road
Alturas, Florida 33820

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ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

The undersigned member has made and subscribed these Articles of Organization this 19th day of JUNE, 2008.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

ALBRITTON & SONS, LTD. Sole Member

By: Dale E. Albritton Revocable Trust
dated 06/14/96, General Partner

By: Dale E. Albritton - Trustee
Dale E. Albritton, as Trustee

By: Nicholas F. Albritton Revocable Trust
dated 06/14/96, General Partner

By: Nicholas F. Albritton
Nicholas F. Albritton, as Trustee *Trustee*

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Nicholas F. Albritton
Nicholas F. Albritton

Date: JUNE 19, 2008

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