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From:

Account Name : BARNETT, BOLT, KIRKWOOD, LONG & MCBRIDE
Account Number : 072731001155
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Bear Creek Venture Holding LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
BEAR CREEK VENTURE HOLDING LLC**

The undersigned hereby organizes a limited liability company under the provisions of the Florida Limited Liability Company Act, and pursuant to the following Articles of Organization:

ARTICLE 1

Name

The name of this limited liability company is:

Bear Creek Venture Holding LLC

(hereafter, the "Company").

ARTICLE 2

Effective Date

The Company shall have perpetual existence, commencing on the date that these Articles of Organization are filed with the Florida Department of State.

ARTICLE 3

Mailing Address and Principal Office

The address of the principal office and the mailing address of the Company is 11300 4th Street North, Suite 200, St. Petersburg, Florida 33716.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of the Company is 11300 4th Street North, Suite 200, St. Petersburg, Florida 33716, and the name of the initial registered agent of the Company at that address is Blair Communities, Inc.

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ARTICLE 5
Management of the Company

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE 6
Indemnification

The Company shall indemnify its managers and members to the fullest extent authorized by law.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 22 day of October, 2008.

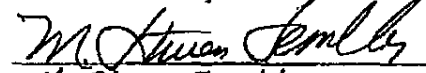

M. STEVEN SEMBLER, Member

Acceptance of Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: October 22, 2008

BLAIR COMMUNITIES, INC.

By: 
Name: M. Steven Sembler
Title: CEO

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