

Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

WDG MERGER SUB, LLC

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**ARTICLES OF ORGANIZATION OF
WDG MERGER SUB, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization,

ARTICLE I - NAME

The name of the limited liability company is WDG Merger Sub, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2100 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

Name

Address

John K. Grelle

2100 West Cypress Creek Road
Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 30th day of June, 2009.



John K. Grelle,
Executive Vice President, Chief Financial
Officer and Authorized Representative of BFC
Financial Corporation, the Sole Member.

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REGISTERED AGENT'S ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for WDC Merger Sub, LLC at the place designated herein, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: June 30, 2009


John K. Grelle,
Registered Agent