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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Barrington Palmcorp Credit, LLC

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JUL 2 7 2009

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ARTICLES OF ORGANIZATION

OF

BARRINGTON PALMCORP CREDIT, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be BARRINGTON PALMCORP CREDIT, LLC, a limited liability company (the "Company").

ARTICLE II -- ADDRESS

- (a) The principal address of the Company shall be 3780 NE 31st Avenue, Lighthouse Point, Florida 33064.
- (b) The mailing address of the Company shall be 3780 NE 31st Avenue, Lighthouse Point, Florida 33064.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

<u>ARTICLE IV – REGISTERED OFFICE AND AGENT</u>

The name and street address of the registered agent of the Company in the State of Florier AGI Registered Agents, Inc., 1000 Brickell Avenue, Suite 300, Miami, Florida 3

SECRETARY OF STATE VISION OF CORPORATIONS

ADAMS GALLINAR, P.A. 1000 BRICKELL AVENUE * SUITE 300 ° MIAMI , FLORIDA 33131 TELEPHONE 305.410.6800 ° FACSIMILE 305.416.6811 Page 2 of Articles of Organization of Barrington Palmcorp Credit, LLC H090001693733

ARTICLE V -- MANAGEMENT

The Company shall be managed by the following managing member:

Barrington Heritage, LLC

3780 NE 31st Avenue Lighthouse Point, Florida 33064

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 24th day of July, 2009.

by Michael D. Gallinar, Esq. as Authorized Representative

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI Registered Agents, Inc.

Michael D. Gallinar President

SECRETARY OF STATE OF CORPORATIONS OF CORPORATIONS

ADAMS GALLINAR, P.A. 1000 BRICKELL AVENUE ° SUITE 300 ° MIAMI, FLORIDA 33131 TELEPHONE 305.416.6800 ° FACSIMILE 305.416.6811