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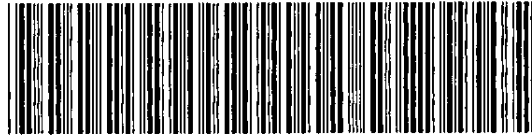
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10 JUN 29 PM 4:48
OFFICE OF THE
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TALLAHASSEE, FLORIDA

FILED
2010 JUN 29 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

JUN 30 2010

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 06/29/2010

REF. #: 000150.127471

CORP. NAME: FLAGLER LOAN INVESTMENTS, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 535490 **FOR \$** 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
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| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
FLAGLER LOAN INVESTMENTS, LLC**

FILED
2010 JUN 29 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization have been filed with the Florida Department of State in accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"). Capitalized terms used herein are intended to be defined terms and shall have the meanings ascribed to them herein.

**ARTICLE I
NAME**

The name of the Limited Liability Company is FLAGLER LOAN INVESTMENTS, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 990 Biscayne Boulevard, Suite 1501, Miami, Florida 33132.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's initial registered agent and office are:

CorpDirect Agents, Inc.
515 East Park Avenue
Tallahassee, FL 32301

**ARTICLE IV
MANAGEMENT**

The Company is a "manager-managed" limited liability company for purposes of the Act. The initial manager shall be Pedro A. Martin who shall serve until he dies, resigns or is removed by the Company's member or members. Any additional or successor managers shall be appointed in such manner and serve in such position according to such terms and conditions as provided in the Company's operating agreement as may be amended from time to time.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 29th day of June, 2010.

By: Katie Wonsch
Its Agent: Katie Wonsch
Authorized Representative of a Member

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, 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 this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 29th day June, 2010.

CorpDirect Agents, Inc.

By: Katie Wonsch

Its Agent: Katie Wonsch, Asst. Secretary

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TALLAHASSEE, FLORIDA