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Division of Corporations

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OFC NEWCO, LLC

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Help JUL 20 2010

EXAMINER
7/19/2010

FAN: H10-164155

**ARTICLES OF ORGANIZATION
OF
OFC NEWCO, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a member, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 608 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be OFC NEWCO, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is One Financial Plaza, 100 SE 3rd Avenue - Suite 2504, Ft Lauderdale, FL 33394.

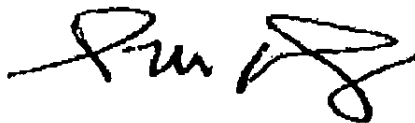
ARTICLE III - REGISTERED AGENT

The name and address of the registered agent of the Company in the State of Florida is Stephen M. Douglas, One Financial Plaza, 100 SE 3rd Avenue - Suite 2504, Ft Lauderdale, FL 33394.

ARTICLE IV - MANAGEMENT

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

IN WITNESS WHEREOF, the undersigned has duly executed, made, subscribed and affirmed these Articles of Organization under the penalties of perjury as the duly authorized representative of a Member of the Company at Broward County, Florida, this 19th day of July, 2010.



Stephen M. Douglas,
as Authorized Representative

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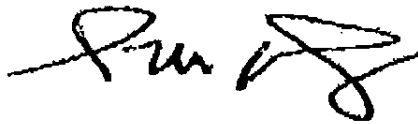
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article III of the foregoing Articles of Organization.

1. The name of the limited liability company is OFC NEWCO, LLC.
2. The name and address of the registered agent of the Company in the State of Florida is Stephen M. Douglas, One Financial Plaza, 100 SE 3rd Avenue - Suite 2504, Ft Lauderdale, FL 33394.

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid limited liability company. I am familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.

Dated: July 19, 2010



Stephen M. Douglas

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