

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L11000093128
FILED 8:00 AM
August 15, 2011
Sec. Of State
alunt**

Article I

The name of the Limited Liability Company is:

BASS & BASS HOLDINGS LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1160 KANE CONCOURSE
304
BAY HARBOR, FL. 33154

The mailing address of the Limited Liability Company is:

1160 KANE CONCOURSE
304
BAY HARBOR, FL. 33154

Article III

The purpose for which this Limited Liability Company is organized is:

TO BE INVOLVED IN ANY AND ALL ASPECTS OF REAL ESTATE.

Article IV

The name and Florida street address of the registered agent is:

RICHARD D BASS
951 BRICKELL AVE
2410
MIAMI, FL. 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: RICHARD BASS

Article V

The name and address of managing members/managers are:

Title: MGR
RICHARD D BASS
951 BRICKELL AVE 2410
MIAMI, FL. 33154

Title: MEMB
LEWIS BASS
5100 U.S. HIGHWAY 42 SUITE 1132
LOUISVILLE, KY. 40241

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Article VI

The effective date for this Limited Liability Company shall be:

08/12/2011

Signature of member or an authorized representative of a member

Electronic Signature: RICHARD BASS

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.