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FLORIDA LIMITED LIABILITY CO. New Bern Lender, LLC

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ARTICLES OF ORGANIZATION
OF
NEW BERN LENDER, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Company is NEW BERN LENDER, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESSES AND PLACE OF BUSINESS

The street address of the principal place of the principal office of the Company in Florida is 2718 Casey Key Road, Nokomis, Florida 34275, and the mailing address is P.O. Box 579, Osprey, Florida 34229.

ARTICLE IV - PURPOSE

The purposes for which the Company is organized are any lawful business purpose or activity permitted by the laws of the State of Florida and the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, and to do all other things necessary or appropriate to carry out the foregoing purposes.

ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

Timothy S. Shaw
240 South Pineapple Avenue
Sixth Floor
Sarasota, Florida 34236

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ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The name and address of the manager, who will serve as manager until the first annual meeting of Members or until a successor or successors are elected and qualified, is as follows:

New Bern Lender Management, LLC
P.O. Box 579
Osprey, Florida 34229

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager, and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

Under penalties of perjury I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated / Effective: April 5, 2012


HENRY RODRIGUEZ, Authorized Representative

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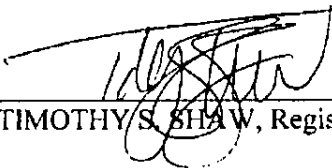
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ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of New Bern Lender, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 5th day of April, 2012.


TIMOTHY S. SHAW, Registered Agent

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