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Florida Department of State  
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Email Address: mattgropp@yahoo.com

**FLORIDA LIMITED LIABILITY CO.  
EMPIRE REO, LLC**

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DEC 27 2012

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ARTICLES OF ORGANIZATION  
OF  
EMPIRE REO, LLC

ARTICLE I

Name. The name of the limited liability company is EMPIRE REO, LLC ("Company").

ARTICLE II

Address. The mailing and street address of the Company's principal office is 19198 SE Daniel Lane, Jupiter, FL 33469.

ARTICLE III

Duration. The period of duration of the Company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Nature of Company: The general nature of the business to be transacted by the Company under these Articles of Organization shall be to provide management and maintenance services for real property owners, including but not limited to lenders-in-possession and bank REO and to engage in any other activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V

Registered Agent and Office. The name of Company's initial registered agent in Florida is Jennifer L. Williamson. The address of Company's registered office in Florida is 759 S.W. Federal Highway, Suite 106, Stuart, FL 34994.

ARTICLE VI

Management. The Company is to be managed by its Members.

ARTICLE VII

Admission of New Members. The Members of the Company have the right to admit new members. Additional members may be admitted only on the majority consent and approval of the Members of the Company, and the existing Members shall determine the amount and nature of contributions to be made by new members at the time the new members are admitted.

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ARTICLE VIII

Continuation of Business. The remaining members of the Company have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued only on the written consent of a majority of the remaining members.

ARTICLE IX

Amendment of Articles. These Articles of Organization shall be amended as follows: every proposed amendment to these Articles of Organization shall require the approval of a majority of the Members at a Members' meeting duly called and held; alternatively, a majority of the Members may sign a written statement adopting the proposed Amendment to these Articles of Organization.

ARTICLE X

Operating Agreement. The Operating Agreement of the Company shall be made, altered or rescinded by a majority vote of the Members of the Company at a meeting of the Members; alternatively, all of the Members may sign a written statement adopting the proposed Operating Agreement or changes thereto.

ARTICLE XI

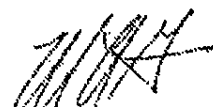
Preemptive Rights. The Members of the Company shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Members, such membership interests as may be issued for money, or any property or services from time to time, in addition to the present memberships. The preemptive right of any Member is determined by the ratio of the membership interest held by a Member to all membership interests currently outstanding.

ARTICLE XII

Organizing Members: The names and addresses of the initial organizing members, who are members of the Company, are as follows:

NAME	ADDRESS
Matthew Gropp	1919B SE Daniel Lane Jupiter, FL 33469

IN WITNESS WHEREOF, I have executed these Articles of Organization on the 26<sup>th</sup> day of December, 2012, at Jupiter, Florida.

  
Matthew Gropp

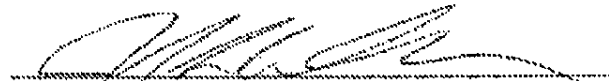
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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in the above Articles of Organization, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

  
Jennifer L. Williamson  
Registered Agent

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