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**FLORIDA LIMITED LIABILITY CO.
BBX MERGER SUB, LLC**

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J. SAULSBERRY
EXAMINER

**ARTICLES OF ORGANIZATION OF
BBX MERGER SUB, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is BBX Merger Sub, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 401 East Las Olas Boulevard, Suite 800, Fort Lauderdale, Florida 33301.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent and the registered office of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
John K. Grelle	401 East Las Olas Boulevard, Suite 800 Fort Lauderdale, FL 33301

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes as of this 3rd day of May 2013.

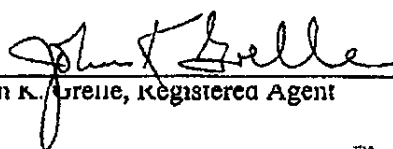


John K. Grelle,
Executive Vice President, Chief Financial Officer and Authorized Representative of BFC Financial Corporation, the Company's sole member

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for BBX Merger Sub, LLC 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 his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: May 3, 2013



John K. Grelle, Registered Agent

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