

JUN-21-2013 14:12

NORTON HAMMERSLEY

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Florida Department of State  
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To:

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Account Name : NORTON, HAMMERSLEY, LOPEZ & SKOKOS, P.A.  
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Phone : (941) 954-4691  
Fax Number : (941) 954-2128

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FLORIDA LIMITED LIABILITY CO.  
BAYROCK MARYLAND EXCHANGE, LLC

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**ARTICLES OF ORGANIZATION  
OF  
BAYROCK MARYLAND EXCHANGE, LLC**

The undersigned person, acting as the authorized representative of Bayrock Maryland Exchange, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I - NAME**

The name of this limited liability company is:

**BAYROCK MARYLAND EXCHANGE, LLC**

**ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE**

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

**ARTICLE III - PURPOSE**

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the company is 1819 Main Street, Suite 610, Sarasota, Florida 34236, and the name of the company's initial registered agent at that address is PETER Z. SKOKOS.

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#### ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is  
3333 Clark Road, #100, Sarasota, Florida 34231.

#### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of all of the then-existing members and upon such terms and conditions as shall be set forth in its regulations.

#### ARTICLE VII - MANAGEMENT BY MANAGER

The company shall be managed by a Manager and the name and address of the initial Manager is:

Brent J. Myers  
3333 Clark Road, #100  
Sarasota, FL 3432

#### ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is vested exclusively in the members of the company.

#### ARTICLE IX - TERMINATION OF A MEMBERSHIP INTEREST

The company shall not be dissolved upon 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.

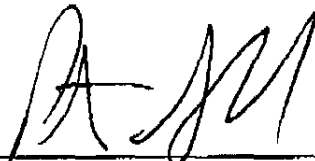
ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: June 21, 2013.

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(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



PETER Z. SKOKOS, authorized  
representative of Member

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**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That BAYROCK MARYLAND EXCHANGE, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 1819 Main Street, Suite 610, Sarasota, Florida 34231, has named PETER Z. SKOKOS as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for BAYROCK MARYLAND EXCHANGE, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: June 21, 2013.

  
\_\_\_\_\_  
PETER Z. SKOKOS