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**FLORIDA LIMITED LIABILITY CO.  
BACM 2007-3 RETAIL 9470, LLC**

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ARTICLES OF ORGANIZATION  
OF  
BACM 2007-3 RETAIL 9470, LLC

1. The name of the limited liability company is BACM 2007-3 RETAIL 9470, LLC.
2. The mailing address and the street address of the principal office of the limited liability company are c/o LNR Partners, LLC, 1601 Washington Avenue, Suite 700, Miami Beach, Florida 33139.
3. The name and street address of the initial registered agent of the limited liability company are C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
4. The limited liability company shall be managed by a manager. The name and address of the initial manager of the limited liability company are: LNR Partners, LLC, a Florida limited liability company, 1601 Washington Avenue, Suite 700, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the below named authorized representative of the member of the limited liability company effective as of the 25th day of March, 2014.

/s/ Amy Podolsky

Amy Podolsky  
Authorized Representative


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### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for BACM 2007-3 RETAIL 9470, LLC at the place designated in Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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 as provided for in Chapter 605, F.S..

Dated as of March 26, 2014

C T CORPORATION SYSTEM

By:   
Madonna Cuddihy  
Special Assistant Secretary

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