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To:

Division of Corporations
 Fax Number : (850)617-6381

From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
 Account Number : 072720000036
 Phone : (407)843-4600
 Fax Number : (786)901-8020
 Attn: Tami D. Passley

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: stuart.swann@belairpg.com

FLORIDA LIMITED LIABILITY CO.

BPG 313 Vallette Way JV LLC

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|-----------------------|----------|
| Certificate of Status | 0 |
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22 AUG -9 AM 4:39

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**ARTICLES OF ORGANIZATION
OF
BPG 313 VALLETTE WAY JV LLC**

ARTICLE I - NAME

The name of this limited liability company is BPG 313 VALLETTE WAY JV LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 5001 S. Dixie Highway, Suite B #230, West Palm Beach, Florida 33405.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 5001 S. Dixie Highway, Suite B #230, West Palm Beach, Florida 33405 and the name of the initial registered agent of the Company at that address is Stuart Swann.

ARTICLE IV - MANAGEMENT

The Company is a manager-managed limited liability company and the initial manager of the Company is Belair GP LLC, 5001 S. Dixie Highway, Suite B #230, West Palm Beach, Florida 33405.

DocuSigned by:
Stuart Swann
40466F77E06C41DC...

Stuart Swann, Authorized Representative of Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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, Florida Statutes.

DocuSigned by:
Stuart Swann
40466F77E06C41DC...

Stuart Swann

28 AUG - 9 AM 11:00
SECRETARY OF
STATE, FLORIDA
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