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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

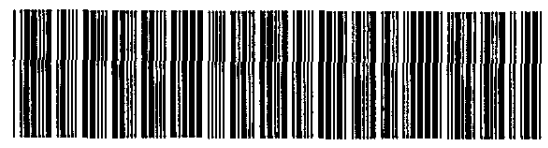
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE OF OHIO \$400.00

J. BRYAN DEC 28 2004

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REPLY TO: TAMPA
 NORTH TAMPA

December 16, 2004

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
2004 DEC 17 PM 1:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: Filing of Articles of Organization for Simon Development, LLC, and Simon Real Estate Management, LLC

Dear Sir or Madam:

I have enclosed Articles of Organization for Simon Development, LLC, and for Simon Real Estate Management, LLC, together with Certificates Designating Registered Agent and Office for each of those entities, for filing with your office. I have also enclosed a check in the amount of \$310.00 to cover the following fees:

Fee for filing Articles of Organization for Simon Development, LLC	\$100.00
Registered Agent Fee for Simon Development, LLC	25.00
Fee for Certified Copy of Articles of Organization For Simon Development, LLC	30.00

Corporate Records Bureau
Division of Corporations
Department of State
December 16, 2004
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Fee for filing Articles of Organization for Simon Real Estate Management, LLC	\$100.00
Registered Agent Fee for Simon Real Estate Management, LLC	25.00
Fee for Certified Copy of Articles of Organization For Simon Real Estate Management, LLC	<u>30.00</u>
TOTAL	\$155.00

Please note the effective date for the organization of the foregoing limited liability companies shall be January 1, 2005. After filing, please forward the Certificates of Organization and certified copies of the Articles of Organization to this office. If you have any questions or comments regarding this matter, please direct them to me at the above address or telephone number.

Sincerely yours,


John B. Neukam

Enclosures

cc: John L. Simon (w/ Encl.)

FILED
2004 DEC 17 PM 1:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SIMON REAL ESTATE MANAGEMENT, LLC**

FILED
2004 DEC 17 PM 4:5
DUNN CORPORATIONS
TALLAHASSEE FLORIDA

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of the limited liability company shall be Simon Real Estate Management, LLC.

**ARTICLE II
Address**

EFFECTIVE DATE
01/01/05

The principal office address for the limited liability company shall be 11590 Shipwatch Drive #341, Largo, Florida 33774, and the mailing address shall be Post Office Box 910, Indian Rocks Beach, Florida 33785-0910.

**ARTICLE III
Registered Office and Agent**

The street address of the initial registered office of the limited liability company shall be 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be John B. Neukamm.

**ARTICLE IV
Duration**

The limited liability company shall have perpetual existence, commencing on January 1, 2005.

**ARTICLE V
Purpose**


The general purpose of this limited liability company shall be to transact any and all lawful business for which limited liability companies may be organized under Florida law.

ARTICLE VI
Management

This limited liability company shall be a manager-managed company. Initially, the limited liability company shall be managed by John L. Simon, 11590 Shipwatch Drive #341, Largo, Florida 33774, who shall serve as the sole Manager until his successor is duly elected.

The undersigned has executed these Articles of Organization this 15th day of December, 2004.

FILED
2004 DEC 15 PM 1:15
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA



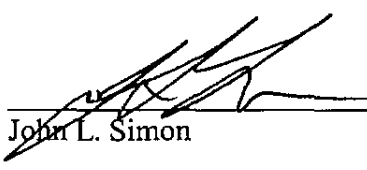
John L. Simon

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with the provisions of Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

That Simon Real Estate Management, LLC, desiring to organize under the laws of the State of Florida, has named John B. Neukamm, 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

DATED this 15th day of December, 2004.

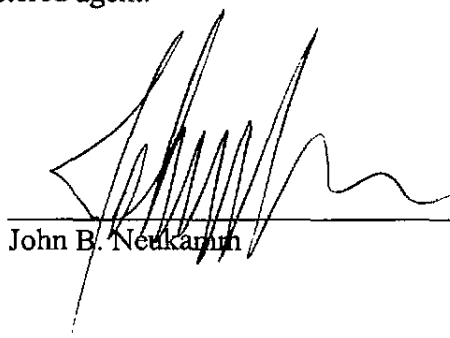


John L. Simon

ACCEPTANCE

Having been named to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 15th day of December, 2004.



John B. Neukamm