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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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CORPORATION SERVICE COMPANY®

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ACCOUNT NO. : 072100000032

REFERENCE : 647058 7382243

AUTHORIZATION :

COST LIMIT : $ 125.00

ORDER DATE : December 6, 2006

ORDER TIME : 8:53 AM

ORDER NO. : 647058-010

CUSTOMER NO: 7382243

DOMESTIC FILING

NAME: GULF COAST TOWN CENTER
PERIPHERAL II, LLC

XX ___ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ___ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:
The name of the Limited Liability Company is:

Gulf Coast Town Center Peripheral II, LLC

(Must end with the words "Limited Liability Company, "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:
The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:	**Mailing Address:**
CBL Center, Suite 500	CBL Center, Suite 500
2030 Hamilton Place Boulevard	2030 Hamilton Place Boulevard
Chattanooga, TN 34721	Chattanooga, TN 34721

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:
(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

Corporation Service Company
Name

1201 Hays Street
Florida street address (P.O. Box NOT acceptable)

Tallahassee FL 32301
City, State, and Zip

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 608, F.S..

Corporation Service Comp Amanda Hadden
By: as its agent
Registered Agent's Signature (REQUIRED)

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):
The name and address of each Manager or Managing Member is as follows:

Title; "MGR" = Manager "MGRM" = Managing Member	**Name and Address:**
MGR	CBL & Associates Management, Inc. CBL Center, Suite 500, 2030 Hamilton Place Blvd. Chattanooga, Tennessee 37421

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

CBL & Associates Management, Inc.

By: _____

Signature of a member or an authorized representative of a member.

(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.)

By: Jeffery V. Curry, Assistant Secretary

Typed or printed name of signee

Filing Fees:

$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
$ 30.00 Certified Copy (Optional)
$ 5.00 Certificate of Status (Optional)