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(Requestor's Name)

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(Business Entity Name)

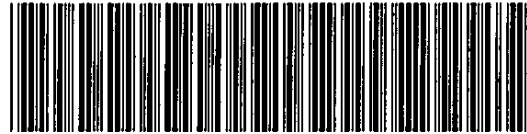
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TALLAHASSEE, FLORIDA

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**JOHN T. PRAHL**

Attorney at Law

Telephone: (305)234-3680  
Facsimile: (305)234-3605  
E-Mail: PRAHL\_LAW@bellsouth.net

12376 S.W. 82 Ave.  
Pinecrest, FL 33156

July 2, 2007

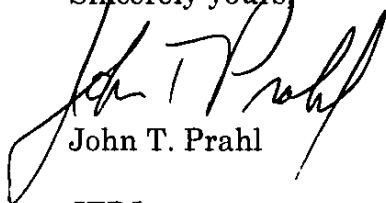
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re: Ponce Retail Partners, LLC**

Ladies and Gentlemen:

Enclosed please find Articles of Organization for Ponce Retail Partners, LLC, and a check in the amount of \$160.00 to cover filing fees and a Certificate of Good Standing. Please file and return a certified copy of same along with the Certificate of Good Standing.

Sincerely yours



John T. Prahl

JTP/hp

Enclosure

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**ARTICLES OF ORGANIZATION  
FOR  
Ponce Retail Partners, LLC**

**ARTICLE I  
NAME**

The name of this limited liability company shall be Ponce Retail Partners, LLC.

**ARTICLE II  
DURATION**

The limited liability company shall have perpetual existence.

**ARTICLE III  
PURPOSE AND POWERS**

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights, which a limited liability company may exercise under Florida law, or the laws of the United States of America.

**ARTICLE IV  
PRINCIPAL OFFICE**

The mailing address and the street address of this limited liability company shall be:

2631 Ponce de Leon Blvd.  
Coral Gables, FL 33134

**ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

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TALLAHASSEE, FLORIDA

John T. Prah  
12376 SW 82 Avenue  
Pinecrest, FL 33156

**ARTICLE VI**  
**ADDITIONAL MEMBERS**

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

**ARTICLE VII**  
**MANAGER**

This limited liability company shall be managed by a Manager. The name and address of the initial Manager is as follows:

Barbara F. Tria  
2631 Ponce de Leon Blvd.  
Coral Gables, FL 33134

The initial Manager shall serve until the first annual meeting of members, or until his successor is elected and qualified, or until his death or resignation.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

The Operating Agreement of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

**ARTICLE IX**  
**MEMBERS' RIGHT TO CONTINUE BUSINESS**

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least one member remains.

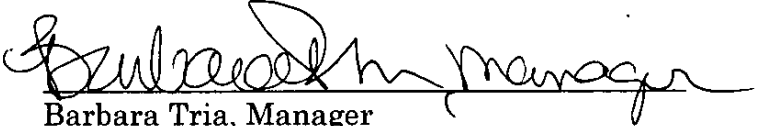
**ARTICLE X**  
**AMENDMENT**

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida

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Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2 day of July, 2007.

  
Barbara Tria, Manager

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**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

The name of the limited liability company is Ponce Retail Partners, LLC.

The name and address of the registered agent and office is:

John T. Prah  
12376 SW 82 Avenue  
Pinecrest, FL 33156

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: \_\_\_\_\_

July 2, 2007

\_\_\_\_\_  
John T. Prah

John T. Prah

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