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DIVISION OF CORPORATIONS**FLORIDA/FOREIGN LIMITED LIABILITY CO.****DG-South Pointe Shops, LLC**

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STATE OF FLORIDA

ARTICLES OF ORGANIZATION
OF
DG-SOUTH POINTE SHOPS, LLC

(a Florida limited liability company)

These Articles of Organization of DG-SOUTH POINTE SHOPS, LLC, a Florida limited liability company (the "Company"), dated as of the 14th day of November, 2006, are being duly executed and filed by Matthew B. Gorson, who is authorized to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of Florida Statutes).

ARTICLE I - Name: The name of the limited liability company is:


DG-SOUTH POINTE SHOPS, LLC

ARTICLE II - Address: The principal address and mailing address of the Company is: 1221 Brickell Avenue, 24th Floor, Miami, Florida 33131.

ARTICLE III - Registered Agent, Registered Office and Registered Agent's Signature:
The Registered Agent and Registered Office for service of process is as follows:

Name: Matthew B. Gorson
Address: 1221 Brickell Avenue, 24th Floor
Miami, Florida 33131

Having been named to accept service of process for the Company named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act and all other applicable laws, relative to the proper and complete performance of my duties as registered agent.


Matthew B. Gorson
Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.


Matthew B. Gorson, Authorized Representative

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