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**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)

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These Articles of Organization of DG-SOUTH POINTE SHOPS, LLC, a Florida limited liability company (the "Company"), dated as of the 14<sup>th</sup> 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, 24<sup>th</sup> 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, 24<sup>th</sup> 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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