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To:

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From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
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LIMITED LIABILITY COMPANY

River Walk Partners, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR
RIVER WALK PARTNERS, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned acting as the organizer and a Member of RIVER WALK PARTNERS, L.L.C. (the "Company"), under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is RIVER WALK PARTNERS, L.L.C.

**ARTICLE II
PURPOSE AND POWERS**

A. **Purposes.** The Company is organized for the development, management, and sale of that certain retail shopping center in Pasco County, Florida, commonly referred to among the Members and the Company as the Riverwalk Development, and for any legal and lawful purpose incident thereto for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time, and for no other purposes except as may be agreed upon in writing by all of the Members of the Company.

B. **Powers.** The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial corporate office of this Company is 231 West Park Avenue, Winter Park, Florida 32789. The street address of the initial registered office of this Company is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789 and the name of the initial registered agent of this Company at that address is Victor E. Woodman.

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ARTICLE IV
DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

ARTICLE V
MANAGEMENT

The management and control of the Company and its business and affairs shall be vested in a Member or certain Members as provided in the Operating Agreement.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company. Any new Members shall have the authorities as provided in the Operating Agreement.

ARTICLE VII
CONTINUATION OF BUSINESS

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, or bankruptcy of a Member.

ARTICLE VIII
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

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IN WITNESS WHEREOF, the undersigned organizer and Member has executed these Articles of Organization as of the 28th day of January, 2000.

HARVARD DEVELOPMENT COMPANY,
LLC, an Ohio Limited Liability Company

By: [Signature]
Bruce Douglas, Sole Member

STATE OF FLORIDA

COUNTY OF ORANGE

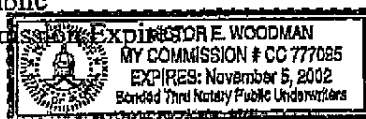
The foregoing instrument was acknowledged before me this 28th day of January, 2000, Bruce Douglas, as the Sole Member of HARVARD DEVELOPMENT COMPANY, LLC, who is personally known to me or has produced _____ as identification.

[Signature]
NOTARY SIGNATURE

Print Name: _____

Notary Public

My Commission Expires _____



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 608, Fla. Stat. and accepts the appointment to serve as the initial Registered Agent of RIVER WALK PARTNERS, L.L.C.

[Signature]
VICTOR E. WOODMAN
250 Park Avenue South, 5th Floor
Winter Park, Florida 32789

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