

Division of Corporations

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY
SIXTEEN BRICKELL REALTY, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

L00-7959

Name	CR 7-6
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**ARTICLES OF ORGANIZATION
OF
SIXTEEN BRICKELL REALTY, L.L.C.**

ARTICLE I - Name:

The name of the Limited Liability Company is **SIXTEEN BRICKELL REALTY, L.L.C.**
(the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 1000
Brickell Avenue, Suite 910, Miami, Florida 33131.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is be managed by the members and the name and address of the managing
member is Jeffrey Schottenstein, 1000 Brickell Avenue, Suite 910, Miami, Florida 33131.

ARTICLE V - Registered Agent:

The street address of the initial registered office of the Company shall be 1000 Brickell
Avenue, Suite 910, Miami, Florida 33131, and the name of the initial registered agent of the
Company at that address is Jeffrey Schottenstein.

ARTICLE VI - Purpose:

The business of the Company shall be limited to (i) acquire, own, hold, improve, develop,
redevelop, operate, manage, lease, maintain, finance, refinance, mortgage, dispose of and
otherwise deal with and/or sell property of or related to the real property located in Ocala,
Florida and more commonly known as Collage Park Plaza (the "Property"), (ii) borrow, give
security for and refinance any loans relating to the Property, and (iii) engage in any lawful act or
activity permitted to a limited liability company under the laws of Florida that is incident,
necessary or appropriate to the foregoing.

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ARTICLE VII - Admission of Additional Members:

Members shall have the right to admit additional members as provided by the Florida Limited Liability Company Act by affirmative vote of all of the membership interests.

ARTICLE VIII - Members Rights to Continue Business:

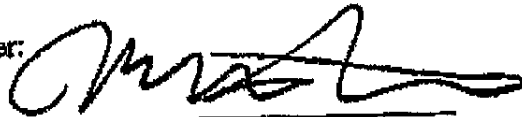
If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

ARTICLE IX - Amendment:

Except as provided herein, these Articles of Organization may be altered, amended or repealed by the members of the Company in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned, pursuant to laws of the State of Florida, has executed these Articles of Organization as of July 12, 2000.

Member:



JEFFREY SCHOTTENSTEIN

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: SIXTEEN BRICKELL REALTY, L.L.C.
2. The address of the registered agent and office is: 1000 Brickell Avenue, Suite 910, Miami, Florida 33131 and the registered agent at that address is: Jeffrey Schottenstein.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by the 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 the obligations of my position as a registered agent.


JEFFREY SCHOTTENSTEIN

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