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City/State/Zip Phone #

MJH

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 PM 1:25

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 2901 Ponce de Leon Boulevard #16
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy *Arduency Org.*
☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
2901 PONCE DE LEON BOULEVARD LLC**

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The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is 2901 Ponce de Leon Boulevard LLC (the "Company").

ARTICLE II. PERIOD OF DURATION

The Company shall have perpetual existence, subject to termination in accordance with the Company's Regulations or by the unanimous written agreement of the Members.

ARTICLE III. ADDRESS

The mailing address and street address of the principal office of the Company is 1516 Central Avenue, Needham, Massachusetts 02192.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida is Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

**ARTICLE V. TRANSFER OF MEMBERSHIP INTERESTS; ADMISSION OF
ADDITIONAL MEMBERS**

Members may transfer, assign and pledge their Membership Interests in the Company, and additional Members may be admitted, in the manner provided in the Company's Regulations.

ARTICLE VI. RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

ARTICLE VII. MANAGEMENT

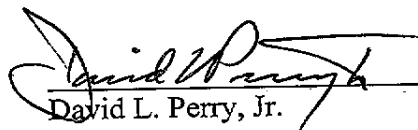
The business of the Company shall be managed by no fewer than one Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities

described in the Regulations of the Company. The name and address of the initial Manager is Woody Tanger, 1516 Central Avenue, Needham, Massachusetts 02192. Such Manager shall serve in such capacity until the first annual meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 6th day of August, 2000.


David L. Perry, Jr.

**CHANGE OF CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF 2901 PONCE DE LEON BOULEVARD LLC**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, 2901 Ponce de Leon Boulevard LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

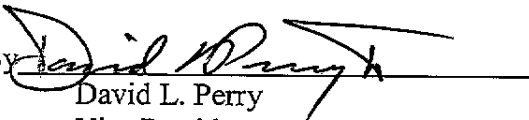
1. The name of the Company is 2901 Ponce de Leon Boulevard LLC.
2. The name of the registered agent and the address of the registered office are:

Intrastate Registered Agent Corporation
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned corporation hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned corporation further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

INTRASTATE REGISTERED AGENT
CORPORATION

By



David L. Perry
Vice President

Dated: August 31, 2000