

L000000013586

UNICORP. NATIONAL
DEVELOPMENTS, INC.

October 23, 2000

Department of State
Division of Corporation
409 E. Gaines St.
Tallahassee FL 32399

FILED
00 NOV - 6 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find original and 1 copy of Articles of Organization for WPT Outparcel, L.L.C. and Shoppes of Copiague LLC along with two checks payable to Florida Department of State in the amount of \$160.00. This fee includes Certificate of Good Standing.

Please call me if you have any questions.

Sincerely,

Chris DiCicco
Chris DiCicco

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****160.00 ****160.00

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www.undinc@aol.com

5301 Conroy Road, Suite 180 * Orlando, Florida 32811

OFFICE 407.999.9985 FAX 407.999.9961



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 27, 2000

CHRIS DICICCO
UNICORP NATIONAL
5301 CONROY ROAD, SUITE 180
ORLANDO, FL 32811

SUBJECT: SHOPPES AT COPIAGUE, L.L.C.
Ref. Number: W00000025929

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SHOPPES AT COPIAGUE, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on October 25, 2000. Please amend your document accordingly.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 900A00056175

**ARTICLES OF ORGANIZATION
OF
SHOPPES AT COPIAGUE, L.L.C.**

ARTICLE I

NAME

The name of this limited liability company (the "Company") is **SHOPPES AT COPIAGUE, L.L.C.** and its mailing address is 5301 Conroy Road, Suite 180, Orlando, FL 32811, and the principal place of business of the Company shall be located at 5301 Conroy Road, Suite 180, Orlando, FL 32811.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Company shall commence existence on the date of signing these articles of organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE; GENERAL POWERS

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, with such limitations as may be set forth in the Company Operating Agreement from time to time.

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TALLAHASSEE, FLORIDA

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 5301 Conroy Road, Suite 180, Orlando, FL 32811, and the initial registered agent of this Company at that address shall be **CHARLES WHITTALL**. The Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of organization.

ARTICLE V

MANAGEMENT

The management or conduct of the business and affairs of the Company is reserved to the members, and the name and street address of the initial members are:

Charles Whittall
5301 Conroy Rd., Ste 180
Orlando, FL 32811

Lee J. Maher
5301 Conroy Rd., Ste 180
Orlando, FL 32811

ARTICLE VI

OPERATING AGREEMENT

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

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY, EXPULSION,

DISSOLUTION OF MEMBER

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business of the Company as provided in the Operating Agreement of the Company.

ARTICLE IX

AMENDMENT

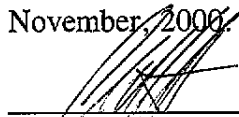
This Company reserves the right to amend or repeal any provisions contained in the articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

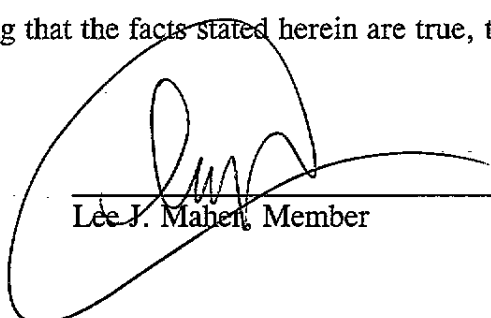
HEADINGS AND CAPTIONS

The headings or captions of these various articles of organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of organization declaring and certifying that the facts stated herein are true, this 3RD day of November, 2000.



Charles Whittall, Member



Lee J. Mahen, Member

00 NOV - 6 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

SHOPPES AT COPIAGUE, L.L.C. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **Charles Whittall** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 5301 Conroy Road, Suite 180, Orlando, FL 32811.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 608.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 3rd day of November, 2000.



Charles Whittall
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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