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Florida Department of State
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LIMITED LIABILITY COMPANY

K&G Destin, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION OF
K&G DESTIN, LLC**

The undersigned, MELISSA JOHNSON, a natural person competent to contract and organizer of this limited liability company, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

K&G DESTIN, LLC

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the limited liability company is
Roswell Road, Building 500, Atlanta, Georgia 30350.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 151 Regions Way, Suite 6-A, Destin, Florida 32541, and the name of the initial registered agent of this limited liability company at that address is Melissa E. Johnson.

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ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by a manager. The name and address of the manager are:

United Retail Development Company, LLC
8215 Roswell Road, Building 500
Atlanta, Georgia 30350

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on the date set forth below.

ORGANIZER:


MELISSA E. JOHNSON

Date: March 23, 2001

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of K&G DESTIN LLC. Further, I am familiar with and accept the duties and obligations of such designation.


MELISSA E. JOHNSON

Date: March 23, 2001

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