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LIMITED LIABILITY COMPANY
SHOPPES ON OLD DIXIE, LLC

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**ARTICLES OF ORGANIZATION
OF
SHOPPES ON OLD DIXIE, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does hereby set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company (the "Company") is Shoppes On Old Dixie, LLC.

ARTICLE II - ADDRESS

The principal office of this Company is located at 1 Barring Point, Orchid Island, Vero Beach, Florida 32963 and the mailing address is Post Office Box 68, Wabasso, Florida 32970.

ARTICLE III - PERIOD OF DURATION

This Company shall exist perpetually.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed company and the initial manager until such time as she is replaced shall be Burke Michael-Neely.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent in Florida for the Company is Gordon A. Michael, 2655 69th Street, Vero Beach, FL 32967.

IN WITNESS WHEREOF, the undersigned Member of the Company has made and subscribed these Articles of Organization this 29th day of January, 2002.

BARRING POINT GROVES, INC., a Florida Corporation

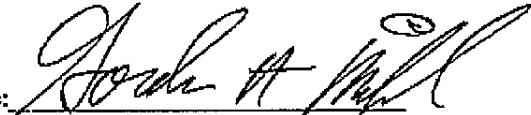
By: Burke Michael-Neely
Burke Michael-Neely, President

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ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent for the above-mentioned Company at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Signature:



Gordon A. Michael

Date: January 29, 2002

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