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March 4, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Haile Village Center, LLC
Our File #: 02-986.2

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Dear Sir/Madam:


Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Organization of Haile Village Center, LLC.

Also enclosed please find this firm's checks in the amount of \$25.00 for the filing fee.

For your convenience, I have enclosed a self-addressed stamped envelope. We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

SALTER, FEIBER, YENSER,
MURPHY & HUTSON, P.A.


Jenese Bolduc
Legal Assistant

enclosures

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HAILE VILLAGE CENTER, LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized member, having formed **HAILE VILLAGE CENTER, LLC, a limited liability company** under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Amended and Restated Articles of Organization:

ARTICLE I: NAME

The name of the limited liability company is **HAILE VILLAGE CENTER, LLC** ("Company").

ARTICLE II: ADDRESS

The Company's mailing address and street address of the principal office of the Company is 5201 SW 91st Drive, Suite A, Gainesville, FL 32608.

ARTICLE III: DURATION

Subject to Article IV hereof, the period of the Company's duration shall be perpetual, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE IV: PURPOSE

Irrespective of the activities the Company is legally authorized to engage in, the purpose of the Company shall be limited to owning and developing the Property (as defined in the Operating Agreement of the Company) into a mixed use development it being the intent of the Company that it be a single asset, single purpose entity and agrees the following covenants shall apply in carrying out the purpose of the Company:

- (i) the Company is formed solely for the purpose of owning and operating the Property;
- (ii) the Company does not have and will not acquire any assets other than those related to its interest in and operation of the Property;
- (iii) the Company, so long as the debt to Teachers Insurance and Annuity Association of America (the "Loan") is outstanding, will not incur any indebtedness other than the Loan and

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trade debt incurred in the ordinary course of business payable within 60 days and not to exceed in the aggregate 5% of the Loan Amount and may not guarantee or assume the debt or obligations of any other entity;

(iv) the Company will holds itself out as a separate legal entity, conducts business in its own name, hold regular meetings, uses separate stationery, invoices, checks and logos and observe all entity-level formalities and record-keeping requirements;

(v) the Company will not commingle its assets or funds with those of any other entity;

(vi) the Company will prepare separate tax returns and financial statements and maintain books, records and accounts separate and apart from any other entity;

(vii) the Company will pay its obligations and expenses from its own funds and allocate fairly any common employees or overhead shared with affiliates;

(viii) the Company will transact business with affiliates on an arm's length basis pursuant to written agreements;

(ix) the Company will require the unanimous consent of all directors of Haile Plantation Corporation the sole member of the Company for any dissolution winding up or bankruptcy insolvency filing; and

(x) notwithstanding anything stated elsewhere herein or in the Operating Agreement of the Company, the Company may not amend this Article IV so long as any portion of the Loan remains outstanding.

ARTICLE V: REGISTERED OFFICE AND AGENT

The Company designates 5201 SW 91st Drive, Suite A, Gainesville, FL 32608, as the street address of the initial registered office of the Company and names **ROBERT B. KRAMER**, the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI: ADDITIONAL MEMBERS

Subject to any limitations set forth in the Operating Agreement for the Company, additional members may be admitted upon the approval of all of the Members of the Company.

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ARTICLE VII: MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Regulations of the Company.

ARTICLE VIII: MANAGEMENT

The Company will be conducted, carried on, and managed by its members and is, therefore, a member - managed company.

ARTICLE IX: REGULATIONS

The Power to adopt, alter, amend, or repeal the Regulations of the Company will be vested in the members of the Company.

Dated this 11 day of March, 2004.


ROBERT B. KRAMER

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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 AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is HAILE VILLAGE CENTER, LLC.
2. The name and address of the registered agent and office is ROBERT B. KRAMER, 5201 SW 91st Drive, Suite A, Gainesville, FL 32608.

Dated this 1st day of March, 2004.



ROBERT B. KRAMER

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I hereby agree to the appointment as registered agent and agree to act in that 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, and accept, the obligations of my position as registered agent.



ROBERT B. KRAMER, Registered Agent

Date

March 1, 2004

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