

L02000006258

March 11, 2002

850 245-6051 phone

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

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-03/12/02--01077--005
****160.00 ****160.00

Dear Sir or Madam:

Enclosed please find original and 1 copy of Articles of Organization for Village Shopp of Winter Park L.L.C along with check payable to Florida Department of State in the amount of \$160.00. This fee includes Certificate of Good Standing.

Please file articles and send back to me as soon as possible using the enclosed Federal slip. Thank you very much.

Please call me if you have any questions.

Sincerely,



Chris DiCicco
407 999-9985, ext 207
7505 W Sand Lake Road
Orlando FL 32819

FILED
02 MAR 12 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
VILLAGE SHOPPES OF WINTER PARK, L.L.C.**

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this limited liability company (the "Company") is **VILLAGE SHOPPES OF WINTER PARK, L.L.C.** and its mailing address is 7505 W Sand Lake Road, Orlando, FL 32819, and the principal place of business of the Company shall be located at 7505 W Sand Lake Road, Orlando, FL 32819.

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.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 7505 W Sand Lake Road, Orlando, FL 32819, 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.

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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
7505 W Sand Lake Road
Orlando, FL 32819

Lee J. Maher
7505 W Sand Lake Road
Orlando, FL 32819

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.

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

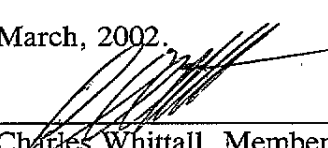
This Company reserves the right to amend or repeal any provisions contained in these articles of organization, or any amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

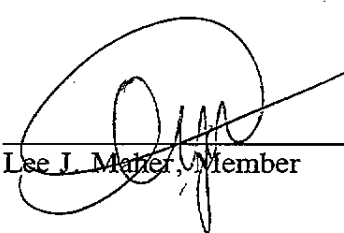
HEADINGS AND CAPTIONS

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 11th day of March, 2002.



Charles Whittall, Member



Lee J. Maher, Member

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TALLAHASSEE, FLORIDA

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

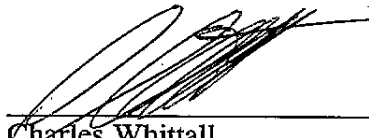
In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

VILLAGE SHOPPES OF WINTER PARK, 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 7505 W Sand Lake Road, Orlando, FL 32819.

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 11th day of March 2002



Charles Whittall
Registered Agent

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ALLAHSEE, FLORIDA