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To:

**Division of Corporations
Fax Number : (850) 205-0383**

From:

**Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 229-0134**

LIMITED LIABILITY COMPANY**Commercial Development Associates of Florida, LLC**

Certificate of Status	0
Certified Copy	1
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02 MAY 14 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**COMMERCIAL DEVELOPMENT ASSOCIATES OF FLORIDA, LLC
ARTICLES OF ORGANIZATION**

The undersigned Member of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby submit the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company shall be Commercial Development Associates of Florida, LLC (the "Company").

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated in accordance with the Company's operating agreement.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be:

15438 N. Florida Avenue, Suite 200
Tampa, Florida 33613

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

W. Wayne Litzau
15438 N. Florida Avenue, Suite 200
Tampa, Florida 33613

A written statement as prescribed by the Florida Department of State pursuant to Section 608.415(2), Florida Statutes, is attached to these Articles of Organization.

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ARTICLE VI. MANAGEMENT

The Company shall be managed by the Company's Members unless otherwise provided in the Company's Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole Member has executed these Articles of Organization on this 14th day of May, 2002.

DEBARTOLO PROPERTY GROUP,
LLC

By: 

Its: Manager.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 608.415, Florida Statutes, or other more applicable statute, the following is submitted:

That Commercial Development Associates of Florida, LLC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 15438 N. Florida Avenue, Suite 200, Tampa, Florida 33613, has named W. Wayne Litzau, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position, as provided in the Florida Limited Liability Company Act.

Dated: May 14, 2002


W. Wayne Litzau

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TALLAHASSEE, FLORIDA

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