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August 2, 2002

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

200006893962--6
-08/05/02--01044--003
****125.00 ****125.00

Re: Commerce St.Cloud, LLC

Gentlemen:

Enclosed for filing are two executed counterparts of the Articles of Organization for the above referenced entity. Also enclosed is a check in the amount of \$125.00 to cover the following filing fees:

Filing Fee	\$100.00
Designation of Registered Agent	<u>25.00</u>
	\$125.00

Please return one counterpart of the Articles of Organization to our office after filing. If you should have any questions concerning this proposed application, please let me know.

FILED
02 AUG -5 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Barbara Humphrey, CLA
Barbara Humphrey, CLA
Certified Legal Assistant/Paralegal

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater BH/ Verifier Enclosure	SC A0791
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION
OF
COMMERCE ST. CLOUD, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, adopts the following Articles of Organization.

ARTICLE I

NAME

The name of the limited liability company is Commerce St. Cloud, LLC.

ARTICLE II

ADDRESS

The principal office and mailing address of the company shall be c/o Retail Planning Corporation, 35 Johnson Ferry Road, Marietta, Georgia 30067.

ARTICLE III

DURATION

The duration of the company shall be perpetual, and shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed, the company's existence shall commence upon filing by the Department of State.

ARTICLE IV

MANAGEMENT

The managing members of the company shall be G. Owen Brown and Anthony T. Sleiman, whose address is 35 Johnson Ferry Road, Marietta, Georgia 30067.

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member of the company unless each member consents in writing to the admission of the additional member.

ARTICLE VI

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining member(s) of the company shall have the right to continue the business on the death, retirement, resignation, expulsion or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the company, provided each remaining member consents in writing.

FILED
02 AUG -5 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the initial registered agent of this company are:

Robert A. Heekin
1 Sleiman Parkway, Suite 280
Jacksonville, Florida 32216

By executing these Articles as the initial registered agent of the company, he hereby accepts his appointment and agrees to accept service of process for the limited liability company at the foregoing registered office and to act in the capacity of its registered agent, and he further states that he is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as the company's registered agent, as provided for in Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned organizing member, and the undersigned registered agent have executed these Articles of Organization this 2nd day of August, 2002. In accordance with Section 608.408(3), Florida Statutes, the execution of this document by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



G. Owen Brown
Organizing Member



Robert A. Heekin
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED