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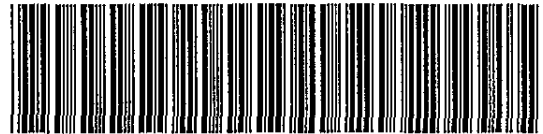
(Business Entity Name)

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FILED
APR 9 2003
TALLAHASSEE FLORIDA

LO3-12907
JK

**ARTICLES OF ORGANIZATION
OF
RETAIL DEVELOPMENT PARTNERS, LLC**

THE UNDERSIGNED, pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a Limited Liability Company (the "Limited Liability Company") under the laws of the State of Florida does set forth the following:

1. Name.

The name of the Limited Liability Company is:

RETAIL DEVELOPMENT PARTNERS, LLC

2. Period of Duration.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Act.

3. Purpose and Powers.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida to be engaged in by a Limited Liability Company organized and existing under the Act. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing under the Act.

4. Mailing Address and Street Address.

The mailing address of the Limited Liability Company is 4302 Beau Rivage, Lutz, Florida 33549, and the street address of its principal place of business is 4302 Beau Rivage, Lutz, Florida 33549.

5. Registered Office and Registered Agent

The registered office of the Limited Liability Company is 511 Bay Street, Suite 309, Tampa, Florida 33606, and the name of its registered agent at such address is Stanley A. Tarkow.

6. Management

The management of the Limited Liability Company shall be vested in its members in proportion to their contributions to the capital of the Limited Liability Company, as adjusted from time to time to properly reflect the additional contributions or withdrawals of such members.

7. Initial Members.

The initial members of the Limited Liability Company and their business addresses are as follows:

Robert E. Elliott, 4302 Beau Rivage, Lutz, Florida, 33549; Michele Campbell, 7688 East Overlook Drive, Scottsdale, Arizona 85255; and Stanley A. Tarkow, as Trustee of the Stanley Tarkow Revocable Trust, 511 Bay Street, Suite 309, Tampa, Florida 33606.

8. Admission of Additional Members.

No person may be admitted as an additional member of the Limited Liability Company unless each member consents thereto in writing.

9. Dissolution.

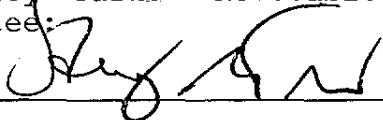
Upon the death, bankruptcy, retirement, expulsion, or dissolution of a member of the Limited Liability Company, the Limited Liability Company shall be dissolved in accordance with the provisions of the Act, provided, however, that the remaining members may consent to continue the business of the Limited Liability Company by the affirmative vote of members whose capital accounts in the aggregate constitute 67% or more of the total capital accounts of all of the members of the Limited Liability Company.

10. Additional Contributions.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: \$10.00. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

IN WITNESS WHEREOF, these Articles of Organization are executed by the undersigned member this 7th day of April, 2003.

Stanley Tarkow Revocable Trust, by Stanley A. Tarkow, as its trustee:



FILED
19 APR 2003
TAMPA, FLORIDA

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a resident of the State of Florida, having been named in the foregoing Articles of Organization of Retail Development Partners, LLC, as the initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations of registered agent provided for under Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Limited Liability Company.

DATED, this 7th day of April, 2003.



Stanley A. Tarkow

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