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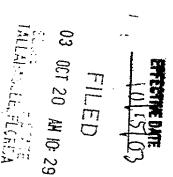
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STEPHEN L. SEFTENBERG, ESQ.

Attorney-at-law
Admitted in Florida and Illinois

2765 White Wing Lane West Palm Beach, FL 33409-2033 Telephone: (561) 689-6221 Facsimile: (561) 689-6884 e-mail: SLSeftenberg.1aw@netzero.net

November 15, 2003

Registration Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: OCALA K-MART 19,280 LLC

Gentlemen:

The enclosed Articles of Organization are submitted for filing. My IOTA check for \$160.00, covering the \$100.00 filing fee, \$25.00 designation of Registered Agent fee, \$30.00 Certified Copy fee and \$5.00 Certificate of Status fee is enclosed.

Please return all correspondence concerning this matter to:

Stephen L. Seftenberg, Esq. 2675 White Wing Lane West Palm Beach, FL 33409-2033

For further information concerning this matter, please call

Stephen L. Seftenberg, Esq., at (561) 689-6221.

Sincerely,

Stephen L. Seftenberg

Enclosures

Ocala K-Mart 19,280 LLC/letters/Division of Corporations 031015

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I NAME

The name of the Limited Liability Company is: OCALA K-MART 19,280 LLC.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address

Mailing Address

2765 White Wing Lane West Palm Beach, FL 33409-2033 2765 White Wing Lane West Palm Beach, FL 33409-2033

ARTICLE III REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

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

Stephen L. Seftenberg 2765 White Wing Lane West Palm Beach, FL 33409-2033

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this 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 as provided for in Chapter 65, Florida Statutes.

Registered Agent & Signature

ARTICLE IV MANGER(S) OR MANAGING MEMBER(S)

The name and address of each Manager or Managing Member is as follows:

Title

Name and Address

MGR

Stephen L. Seftenberg 2765 White Wing Lane West Palm Beach, FL 33409-2033

ARTICLE V EFFECTIVE DATE

The effective date shall be October 15, 2003.

REQUIRED SIGNATURE

Stephen L. Seftenberg, authorized representative

of the members