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DATE: 02/25/04

REF. #: 0204.23842

CORP. NAME: ROEBUCK SHOPPING CENTER, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 5885 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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Examiner's Initials

ARTICLES OF ORGANIZATION
OF
ROEBUCK SHOPPING CENTER, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the limited liability company shall be:

ROEBUCK SHOPPING CENTER, LLC

ARTICLE II
PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE III
PURPOSES

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV
ADDRESS AND PLACE OF BUSINESS

The mailing and street address of the principal office in Florida for the limited liability company is 2908 Bay to Bay Blvd., Ste. 200, Tampa, FL 33629.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's initial registered office in Florida is 2909 Bay to Bay Boulevard, Suite 309, Tampa, FL 33629, and the name of its initial registered agent is Thomas P. McNamara. The limited liability company may

change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VI MANAGEMENT

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the members of the limited liability company. The names and current addresses of the members are as follows:

<u>Name</u>	<u>Address</u>
Arcis Investments, Inc.	2908 Bay to Bay Blvd., Ste. 200 Tampa, FL 33629
Bruce Burdge	2908 Bay to Bay Blvd., Ste. 200 Tampa, FL 33629
Kristen Kennedy Showalter	2908 Bay to Bay Blvd., Ste. 200 Tampa, FL 33629

ARTICLE VII RESTRICTIONS ON MEMBERSHIP

New members shall be admitted to the limited liability company upon approval by the members in accordance with the Operating Agreement. Contributions required of a new member shall be determined as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the operating agreement of the limited liability company.

ARTICLE VIII ACKNOWLEDGMENT

The undersigned, being a member of the limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of ROEBUCK SHOPPING CENTER, LLC. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the operating agreement of the limited liability company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 24th day of February, 2004.


KRISTEN KENNEDY SHOWALTER

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ROEBUCK SHOPPING CENTER, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415, Florida Statutes.

Executed this 24th day of February, 2004.


THOMAS P. McNAMARA

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