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**LIMITED LIABILITY COMPANY**

Wells SR 54, LLC

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## ARTICLES OF ORGANIZATION

OF

### WELLS SR 54, LLC

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The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

#### ARTICLE I NAME

The name of the Company shall be:

Wells SR 54, LLC

#### ARTICLE II PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

#### ARTICLE III GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

Prepared and filed by:

Mark K. Straley, Esq.  
Akerman Senterfitt  
100 S. Ashley Dr., Ste. 1500  
Tampa, FL 33602  
Tel No.: (813) 223-7333  
Fax No: (813) 223-2837  
Florida Bar No. 224901

APPROVED  
AND  
FILED

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF  
WELLS SR 54, LLC

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**ARTICLE IV  
ADDRESS AND PLACE OF BUSINESS**

The mailing and street address for the Company's principal office is 509 Guisando de Avila, Suite 100, Tampa, Florida 33613.

**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Company's initial registered office in Florida is 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its initial registered agent is Mark K. Straley, Esq. The 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 Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of the members (the "members"). The members may appoint one or more managing members and grant them such authority as specifically provided by statute or by the Operating Agreement.

**ARTICLE VII  
OPERATING AGREEMENT**

The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

**ARTICLE VIII  
RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not automatically cease and the Company shall not be dissolved automatically, but only by

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unanimous consent of the remaining members or otherwise in accordance with the Operating Agreement of the Company.

**ARTICLE IX**  
**RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

**ARTICLE X**  
**ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of Wells SR 54, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Operating Agreement of the Company, consistent with the laws of the State of Florida.

**IN WITNESS THEREOF**, the undersigned Authorized Representative has executed these Articles of Organization this 11th day of March, 2004.

*Mark K. Straley*

Mark K. Straley, Esq., Authorized  
Representative

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### ACCEPTANCE BY REGISTERED AGENT

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Having been appointed the registered agent of Wells SR 54, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 11th day of March, 2004.

  
\_\_\_\_\_  
Mark K. Straley, Esq.

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