

Florida Department of State

Division of Corporations

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AMND/RESTATE/CORRECT OR M/MG RESIGN**FASHION SQUARE - ORANGE PARK, LLC**

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Electronic Filing Menu

Corporate Filing Menu

Help

Audit No. H06000128406 3

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
FASHION SQUARE - ORANGE PARK, LLC**

These Amended and Restated Articles of Organization of Fashion Square - Orange Park, LLC (the "Company"), are made as of this ___ day of May, 2006. The original Articles of Organization were filed with the Florida Department of State on April 16, 2004, under document number L04000029503. These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act. These Amended and Restated Articles of Organization are intended to restate and replace the original Articles of Organization in their entirety.

**ARTICLE I
NAME**

The name of the limited liability company is Fashion Square - Orange Park, LLC.

**ARTICLE II
PRINCIPAL OFFICE STREET AND MAILING ADDRESS**

The Company's principal office street and mailing address is c/o Debevoise & Plimpton LLP, 919 Third Avenue, New York, New York, 10022.

**ARTICLE III
REGISTERED AGENT**

The name and address of the Company's registered agent in the State of Florida are CFRA, LLC, 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607.

**ARTICLE IV
AUTHORIZED REPRESENTATIVE**

The name and address of authorized representative of the Company executing these Amended and Restated Articles of Organization are:

<u>Name</u>	<u>Address</u>
Ann S. Lee	919 Third Avenue New York, New York, 10022

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**ARTICLE V
MEMBER**

The name and address of the sole member of the Company are:

Name
Galileo Put Portfolio LLC

Address
c/o Debevoise & Plimpton LLP
919 Third Avenue
New York, New York, 10022

Dated this 4th day of May 2006.



Ann S. Lee, Authorized Representative

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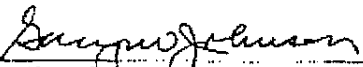
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 8th day of May 2006.

REGISTERED AGENT:
CFRA, LLC,
a Florida limited liability company

By: 
Gary Johnson

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