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JB
7-13-04

DAVID A. SAPP, P.A.
ATTORNEY AT LAW

4457 Bayou Boulevard
Pensacola, Florida 32503

Telephone (850) 475-0500
Facsimile (850) 475-0551

July 8, 2004

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

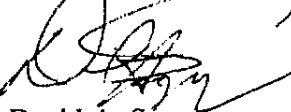
RE: The Shops at Milestone, LLC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization in the above referenced matter. Also, enclosed is a check in the amount of \$160.00, which represents the filing fee, designation of registered agent, request for certified copy.

Please return a certified copy to our office upon filing along with a certificate of good standing. If you require any additional information, please do not hesitate to contact this office.

Very truly yours,



David A. Sapp

Enclosure(s)

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ARTICLES OF ORGANIZATION
THE SHOPS AT MILESTONE
A LIMITED LIABILITY COMPANY
(Pursuant to s. 607.407, Florida Statutes)

1. **Name.** The name of the limited liability company is The Shops at Milestone, LLC.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principle Office.** The address of the registered office of the limited liability company is 4457 Bayou Boulevard, Pensacola, Florida 32503.
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be three (3) members at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:

David A. Sapp
1967 Meander Circle
Cantonment, Florida 32533

Daniel J. Speranzo
8608 Eight Mile Creek Road
Pensacola, Florida 32526

Ricky L. Faciane
6833 Cedar Ridge Drive
Pensacola, Florida 32506

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8. **Additional Members.** The names and addresses of additional members(s) are as follows:

NONE

9. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may

be agreed upon between all the members and the new member.

10 **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on 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 limited liability company as further set forth in the Operating Agreement of the limited liability company

Dated this 8th day of July, 2004.


DAVID A. SAPP, Member


DANIEL J. SPERANZO, Member


RICKY E. FACIANE, Member

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(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

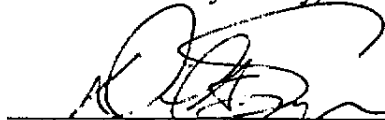
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. **Name.** The name of the limited liability company is **The Shops at Milestone, LLC.**
2. **Registered Office.** The address of the registered office of the limited liability company is 4457 Bayou Boulevard, Pensacola, Florida 32503 .
3. **Registered Agent.** David A. Sapp, is appointed, and by his signature below accepts appointment, to act as the Registered agent of The Shops at Milestone, LLC

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 the 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.

Dated this 8th day of July, 2004



DAVID A. SAPP, Registered Agent

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TALLAHASSEE, FLORIDA


THE SHOPS AT MILESTONE, LLC
A FLORIDA LIMITED LIABILITY COMPANY
DESIGNATION OF MANAGING MEMBER

The members of The Shops at Milestone, LLC, hereby designate the following person as the Managing Member:

David A. Sapp
1967 Meander Circle
Cantonment, Florida 32533

Said individual shall serve in this capacity until such time as the members agree, in writing, to the appointment of a successor Managing Member.

Dated this 8th day of July, 2004.


DAVID A. SAPP, Member


DANIEL J. SPERANZO, Member


RICKY L. FACIANE, Member

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