

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000084485
FILED 8:00 AM
August 25, 2005
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:

SPE #54, LLC

Article II

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

3400 S. TAMIAMI TRAIL
SARASOTA, FL. 34239

The mailing address of the Limited Liability Company is:

3400 S. TAMIAMI TRAIL
SARASOTA, FL. 34239

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

JEFFERSON F RIDDELL
3400 S. TAMIAMI TRAIL
SARASOTA, FL. 34239

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.

Registered Agent Signature: JEFFERSON F. RIDDELL

Article V

The name and address of managing members/managers are:

Title: MGR
JEFFERSON F RIDDELL
3400 S. TAMiami TRAIL
SARASOTA, FL. 34239

Title: MGMR
U.S. 1031 EXCHANGE SERVICES, INC.
3400 S. TAMiami TRAIL
SARASOTA, FL. 34239

Signature of member or an authorized representative of a member

Signature: JEFFERSON F. RIDDELL

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