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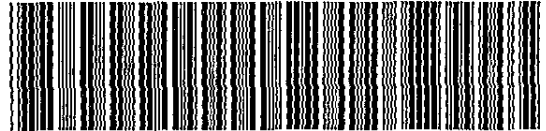
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**Articles of Organization
of
Shoppes of Orange, LLC
a Florida limited liability company**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a limited liability company pursuant to the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization and hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Limited Liability Company shall be Shoppes of Orange, LLC (the "Company").

ARTICLE II

ADDRESS

The mailing address and the street address of the principal office of the Company is 255 S. Orange Avenue, Suite 1350, Orlando, Florida 32801.

ARTICLE III

DURATION, PURPOSES, AND POWERS

The period of duration for the Company is perpetual. The purpose for which the Company is organized is to own and develop real estate in Orlando, Florida, as well as any and all other activities permitted under the Florida Limited Liability Company Act. The Company will have all of the vested powers of a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE IV

ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit additional Members only upon the unanimous approval of the existing Members and upon such terms and conditions as shall be set forth in the Operating Agreement of the Company.

ARTICLE V

MANAGEMENT

The Company shall be managed by one or more managers and is therefore a manager-managed Company. The manager is designated to act in that capacity in accordance with the Operating Agreement of the Company. The name and address of the initial manager of the Company is:

**Gregory N. Morrison
255 S. Orange Avenue, Suite 1350
Orlando, Florida 32801**

ARTICLE VI
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

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

Thomas R. Harbert
Mateer & Harbert, P.A.
225 E. Robinson Street, Suite 600
Orlando, Florida 32801

ARTICLE VII
AMENDMENT

The Company reserves the right to amend or repeal any provision in these Articles of Organization, or any amendment thereto, upon the unanimous written approval of the existing Members of the Company.

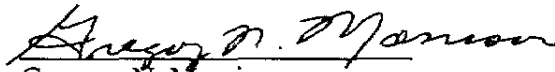
ARTICLE VIII
ADOPTION OF OPERATING AGREEMENT

The Company will adopt an Operating Agreement that will provide for the management and administration of the business activities of the Company in a manner that is not inconsistent with the provisions of these Articles of Organization or the Florida Limited Liability Company Act.

ARTICLE IX
EFFECTIVE DATE

These Articles of Organization will take effect upon filing with the Florida Department of State.

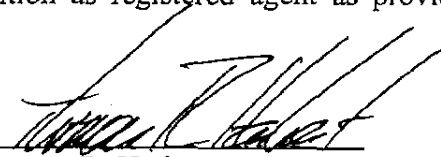
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets its hand this 9th day of January, 2006.


Gregory N. Morrison
Authorized Representative/Manager

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SEC. OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE TO SERVE AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated Company at the place designated in this certificate, I hereby accept the appointment as registered agent of Shoppes of Orange, LLC 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 as provided for in Chapter 608, F.S.


Thomas R. Harbert
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA