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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 911617 82724A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 160.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 9, 2006
ORDER TIME : 3:53 PM
ORDER NO. : 911617-005
CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: SHOPPES AT HAWTHORNE SOUTH,
LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
SHOPPES AT HAWTHORNE SOUTH, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

2006 MAR -9 AM 8:42
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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this limited liability company is Shoppes at Hawthorne South, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 2025 Laguna Way, Naples, Florida 34109. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida 34109.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is David Mola who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's Operating Agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Frank P. Potestio, Jr.
1120 Galleon Drive
Naples, Florida 34102

David Mola
2025 Laguna Way
Naples, Florida 34109

J. Thomas Conroy, III
2210 Vanderbilt Beach Road, Suite 1201
Naples, Florida 34109

ARTICLE VII
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Operating Agreement.

ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Regulations will govern.

Executed this 9th day of March, 2006.

SHOPPES AT HAWTHORNE SOUTH, LLC, a
Florida limited liability company

By: _____
Name: David Mola
Title: Managing Member

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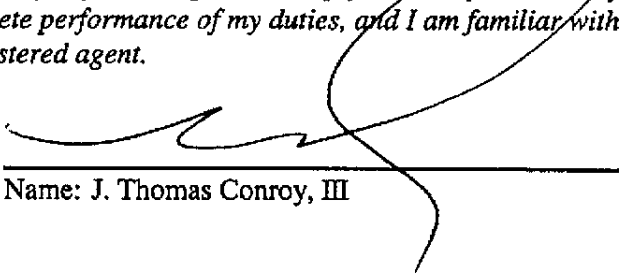
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Shoppes at Hawthorne South, LLC
2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Conroy & Durant, P.A.
2210 Vanderbilt Beach Road, Suite 1201
Naples, Florida 34109

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 accept the obligations of my position as registered agent.


Name: J. Thomas Conroy, III

Date: March 9, 2006

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