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ACCOUNT NO. : 072100000032

REFERENCE: 041174 80473A

AUTHORIZATION :

COST LIMIT: \$ 125.00

ORDER DATE: April 21, 2006

ORDER TIME : 11:46 AM

ORDER NO. : 041174-005

CUSTOMER NO: 80473A

DOMESTIC FILING

NAME: SHOPPING CENTER SOLUTIONS,

LLC

\*\*\*DROP OFF FOR FILING ONLY\*\*\*\*\*\*\*

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XX ARTICLES OF ORGANIZATION

XX\_\_\_\_\_ PLAIN STAMPED COPY

Jeanine Reynolds - EXT. 2933

#### ARTICLES OF ORGANIZATION

OF

#### SHOPPING CENTER SOLUTIONS, LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, fro the purpose of forming a Florida Limited Liability Company ("Company") under the laws of the State of Florida does set forth the following:

# <u>Name</u>

The name of the Company is: Shopping Center Solutions, LLC

# Period of Duration

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall being the date these Articles are filed and its during shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described herein.

#### Purpose

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The specific purpose for organization of the Company is for ancillary services related to real estate such as consulting. The Company shall have all of the powers vested in a Limited Liability Company organized and existing within the State of Florida.

# Mailing Address

The mailing address of the place of business in Florida for the Company is 21346 Saint Andrews Blvd., Suite 400, Boca Raton, Florida 33433

#### Registered Agent and Address

The name and address of the initial registered agent in Florida for the Company is Ronda D. Gluck, Esq., Bill T. Smith, Jr. P.A. 980 North Federal Highway, Suite 402, Boca Raton, Florida 33432

#### Admission of Additional Members

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the unanimous written consent of the members of the Company. Any new member

which is approved by the members of the Company as set forth within these Articles shall become a member of the Company upon payment of the contribution of capital to the Company as agreed to an established by the then members of the Company, and upon such members written agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine.

# Continuity of Business

Upon death, retirement, resignation, bankruptcy or dissolution of a member of the occurrence of any other event, which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved. The Company may be continued if all remaining members consent to the continuation.

# Management

The Company shall be managed by the members. The names and addresses of the managers are:

Robyn F. McClure

William R. McClure, II

21346 Saint Andrews Blvd.

21346 Saint Andrews Blvd.

Suite 400

Suite 400

Boca Raton, Florida 33433

Boca Raton, Florida 33433

#### Right of Assignee to Become A Member

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and power and be subject to the restrictions and liability of a member of the Company, upon the unanimous written consent of the members of the Company, except as set forth in an operating agreement of the members. The rights of the assignee shall be subject to the documents, regulations and agreements governing the operation of the Company, as amended from time to time.

# Return of Capital

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any.

# Amendment to Article of Organization

Upon unanimous consent the Members may amend, alter, or repeal any provisions of the Articles of Organization.

# Regulations

The Members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the unanimous written consent of the members of the Company pursuant to Section 608.423(1).

# Authorized Representative

The names and addresses of the Authorized Representatives signing these Articles are Robyn F. McClure and William R. McClure, II, 21346 Saint Andrews Blvd., Suite 400, Boca Raton, Florida 33433.

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this  $20^{th}$  day of April, 2006.

ROBYN F. McCLURE

WILLIAM R. McCLURE, II

# 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. The name of the Limited Liability company is:

Shopping Center Solutions, LLC

2. The name and the Florida street address of the registered agent are:

William R. McClure, II 21346 Saint Andrews Blvd. Suite 400 Boca Raton, FL 33433

Having been named as registered agent and to accept services 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.

William R. McClure, II

Registered Agent

Dated April 20, 2006