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CORPORATION SERVICE COMPANY.

ACCOUNT NO. : 07210000032	
REFERENCE : 070607 87972A	
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COST LIMIT A 125.00	
ORDER DATE : April 28, 2006 ORDER TIME : 10:14 AM	
ORDER NO. : 070607-005 -	
CUSTOMER NO: 87972A	
DOMESTIC FILING NAME: SEBRING RETAIL ASSOCIATES, LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP XX ARTICLES OF ORGANIZATION	FILED 06 APR 28 PH 1:44 SECRETARY OF STATE SECRETARY OF STATE
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
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XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS:

## ARTICLES OF ORGANIZATION OF SEBRING RETAIL ASSOCIATES, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

#### ARTICLE I - Name:

The name of the Limited Liability Company is: Sebring Retail Associates, LLC (hereinafter the "Company").

#### ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is: c/o Gregg S. Lurie, 3610 N.E. 1<sup>st</sup> Avenue, Miami, FL 33137.

# **ARTICLE III - Duration:**

The period of duration for the Company shall be until December 31, 2080.

### **ARTICLE IV - Management:**

The Company is to be managed by its managing member, Gregg S. Lurie, and the addr of the managing member is c/o 3610 N.E. 1<sup>st</sup> Avenue, Miami, FL 33137.

### **ARTICLE V - Admission of Additional Members:**

The right, if given, of the Members to admit additional members and the terms and conditions of the admissions shall be in accordance with the "Operating Agreement" hcreafter adopted by the Members of the Company.

### **ARTICLE VI - Limitation on Agency Authority of Members:**

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

#### **ARTICLE VII - Registered Agent and Office:**

The name and address of the Company's initial registered agent in the State of Florida, whose consent to appointment as registered agent accompanies these Articles, is Gregg S. Lurie, c/o 3610 N.E. 1<sup>st</sup> Avenue, Miami, FL 33137.

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IN WITNESS WHEREOF, thay e signed these Articles of Organization and acknowledged them to be my act effective as of the \_\_\_\_\_\_ day of \_\_\_\_\_\_ 2006. GREGG S.ILURIE, as managing member executing the Articles of Organization.

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# CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Sebring Retail Associates, LLC, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and

complete performance of my duties. DATED effective as of the Z 2006. day oi GREGG S URIE

