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Country Walk II (EARS) LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

COUNTRY WALK II (EARS) LLC

The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

Country Walk II (EARS) LLC

ARTICLE II

Principal Office and Mailing Address

The street address of the principal office of the Company shall be:

1901 Main Street, Suite 900
Columbia, South Carolina 29201

The mailing address of the Company shall be:

P.O. Box 528
Columbia, South Carolina 29202

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 1200 South Pine Island Road, Plantation, FL 33324, and the initial registered agent of the Company at such office shall be CT Corporation System. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE IV****Business and Purpose**

Subject to Article VII (b) below, the general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

ARTICLE V**Operating Agreement**

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the member(s) of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE VI**Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE VII**Miscellaneous**

The organizers have determined to include the following provisions:

(2) **Definitions.** As used herein, unless the context otherwise requires, the following terms and phrases shall have the following meanings:

(i) "**Affiliate**" means person or entity which directly or indirectly through one or more intermediaries controls, is controlled by or is under common control with a specified person or entity. For purposes hereof, the terms "control", "controlled", or "controlling" with respect to a specified person or entity shall include, without limitation, (i) the ownership, control or power to vote ten percent (10%) or more of (x) the outstanding shares of any class of voting securities or (y) beneficial interests, of any such person or entity, as the case may be, directly or indirectly, or acting through one or more

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persons or entities, (ii) the control in any manner over the management or the election of more than one director or trustee (or persons exercising similar functions) of such person or entity, or (iii) the power to exercise, directly or indirectly, control over the management or policies of such person or entity.

(ii) "Assumption" The assumption of the Loan by the Company.

(iii) "Lender" means Wells Fargo Bank Northwest as trustee for Kimco Capital Corporation and its successors and assigns, as their interests may appear.

(iv) "Loan" means the loan originally made from Lender to 18300 SW 137th Avenue, LLC, a Delaware limited liability company, in the original principal amount of \$6,508,987.62, which Loan is secured by the Property.

(v) "Loan Documents" means all those certain loan documents that evidence or secure the Loan including, without limitation, the Loan Assumption Documents.

(vi) "Person" shall mean a natural person, corporation, trust, limited liability company, joint venture, association or other business or other legal entity.

(vii) "Property" means Tract B, Melton Plaza, according to the plat thereof as filed in Plat Book 147, page 19, of the Public Records of Miami-Dade County, Florida.

(b) Purpose and Scope. Subject to the terms of the Loan Documents as long as the Loan is outstanding, the Company's business and purpose shall consist solely of (i) owning, holding, improving, leasing, maintaining, managing, operating for profit, financing, selling, transferring, exchanging and otherwise exploiting the Property, (ii) entering into the Assumption with the Lender and consummating the transactions contemplated thereby, (iii) refinancing the Property in connection with a permitted repayment of the Loan, and (iv) transacting any and all lawful business for which a limited liability company may be organized under the Act that is incident, necessary and appropriate to accomplish the foregoing.

(c) Special Purpose Provisions. Notwithstanding any other provision of these Articles, on or after the effective date of the Loan Assumption and during all times that the Loan is outstanding, the Company shall at all times be a limited liability company operating in accordance with the requirements of the Loan Documents. In the event of any conflict between the Loan Documents and the Articles, the Loan Documents shall control and the Company shall operate only as a single-purpose bankruptcy remote entity as required by the Loan Documents.

Notwithstanding any other provision of these Articles or any provision of law that otherwise so empowers the Company, on or after the effective date of the Loan and as long as the Loan from Lender is outstanding, the Company shall not take any of the following actions (unless such actions are permitted by the terms of the Loan Documents) without the prior written consent of the Lender and, if required by Lender, confirmation from each of the applicable rating agencies: (i) seek or consent to the dissolution, winding up, or liquidation, in whole or in part, consolidation or merger with or into any other Person, or acquire all or substantially all of the assets of an Affiliate or other Person; or conveyance, sale or transfer of assets of the Company (except as expressly permitted by the terms of the Loan Documents); or (ii) seek or consent to

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the transfer of any interest in the Company or seek or consent to the amendment, alteration, change or repeal of any provision of these Articles.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, authorized representative of a member, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.


Jodie W. McLean
Authorized Representative of a Member

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FILED**COUNTRY WALK II (EARS) LLC
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 29 day of June, 2006.
CT Corporation System**RACHEL T. HAYES
ASSISTANT SECRETARY**