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GUNSTER YAKLEY

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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Wellspring Shoppes FLA LLC

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FROM: Jeannie J. Ha, Paralegal

PHONE NO: ext. 428

E-MAIL: jha@gunster.com

CLIENT NO: 29108.00003

5 PAGES INCLUDING COVER

MESSAGE:

YESTERDAY, WE FAXED TO YOU THE ATTACHED ARTICLES OF ORGANIZATION OF WELLSPRING SHOPPES FLA LLC ("ARTICLES") WITHOUT THE MANAGING MEMBER'S SIGNATURE ON PAGE 2. ACCORDINGLY, ATTACHED ARE THE REVISED ARTICLES FOR FILING WITH YOUR OFFICE.

PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

FTL 309828.2

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**ARTICLES OF ORGANIZATION
OF
WELLSPRING SHOPPES FLA LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is **Wellspring Shoppes FLA LLC** (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing & Street Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing and street address of the Company's initial principal office is c/o Craig Tulepan, 11555 Heron Blvd., Suite 200, Coral Springs, FL 33076.

Article IV
Initial Registered Office and Agent

The name of the initial registered agent of this Company is Craig Tulepan and the street address of the initial registered office of this Company is Tulepan Management LLC, 11555 Heron Blvd., Suite 200, Coral Springs, FL 33076.

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Article V
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Operating Agreement.

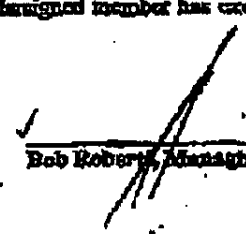
Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members with the consent of all of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of all of the Members.

Article VII
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned member has executed these Articles the 6 day of September, 2006.



Bob Roberts, Managing Member

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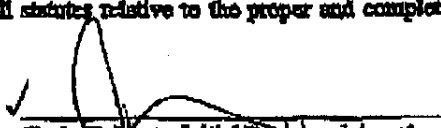
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 7, 2006


Craig E. Gunster, Initial Registered Agent

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