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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

SHOPPES AT LAKE BUTLER, LLC

WHEREAS, the Articles of Organization of SHOPPES AT LAKE BUTLER, LLC (the "Company") were filed with the Florida Department of State, Florida Document No. L07000007206 on January 19, 2007; and

WHEREAS, the proposed amendment to Articles of Organization of the Company, as hereinafter set forth, was adopted on the 11th day of November, 2010 by the unanimous written consent of the sole Member of the Company.

NOW, THEREFORE, the Articles of Organization of the Company are hereby amended, effective immediately upon filing with the Florida Department of State, as follows:

1. Article III is deleted in its entirety and the following is substituted therefor:

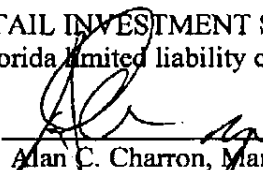
Article III


The purpose for which this Limited Liability Company is organized is:

For (a) acquiring, owning, developing, redeveloping, improving, financing, exchanging, leasing, and otherwise dealing with real property ("Property"), (b) at the discretion of the Limited Liability Company's member(s), developing, financing, improving, leasing, managing, operating, exchanging, leasing, and otherwise dealing with a retail shopping center on the Property, (c) entering into any lawful transaction and engaging in any lawful activities in furtherance of, ancillary to or incidental to the foregoing purposes.

IN WITNESS WHEREOF, this Amendment to Articles of Organization is hereby executed on behalf of the Company by its sole Member as of the 11th day of November, 2010.

RETAIL INVESTMENT SPECIALISTS, LLC,
a Florida limited liability company

By: 
Alan C. Charron, Manager

By: 
Robert A. Kaplus, Manager