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Fax Number : (850) 617-6383

From:

Account Name : JONES, FOSTER, JOHNSTON & STUBBS, P.A.
Account Number : 076077003231
Phone : (561) 650-0471
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FMP INVESTORS, LLC

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF

FMP INVESTORS, LLC

A Florida Limited Liability Company

Document #L07000043358 (filed on April 23, 2007)

The undersigned hereby acknowledges these Amended and Restated Articles of Organization for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Laws of Florida. These Amended and Restated Articles of Organization amend, supersede and replace, in their entirety, the Articles of Organization filed with the Secretary of State of the State of Florida on April 23, 2007.

ARTICLE I

Name

The name of the Limited Liability Company is FMP INVESTORS, LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 505 South Flagler Drive, Suite 1325, West Palm Beach, Florida 33401.

ARTICLE III

Registered Agent and Registered Office

The name and the Florida street address of the Registered Agent are:

Jones Foster Service, LLC
505 South Flagler Drive
Suite 1100
West Palm Beach, Florida 33401

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ARTICLE IV

Management

The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company. The initial Managing Member of the Limited Liability Company is Melbourne Shopping Centers, Inc., a Florida corporation, whose address is 505 South Flagler Drive, Suite 1325, West Palm Beach, Florida 33401.

ARTICLE V

Commencement

The Limited Liability Company commenced its existence on April 23, 2007, upon the filing of the Articles of Organization with the Secretary of State of the State of Florida.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date: 10/3, 2007

By: 

Paul B Hanna, President of
Melbourne Shopping Centers, Inc.
the Managing Member of FMP
INVESTORS, LLC
(an authorized representative of a member)

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CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, this Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

That FMP INVESTORS, LLC, desiring to organize under the laws of the State of Florida, has named Jones Foster Service, LLC, located at the Registered Office of the Limited Liability Company at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent and to accept service 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 as provided for in Chapter 608, Florida Statutes.

JONES FOSTER SERVICE, LLC, a Florida limited liability company

By: 

Larry B. Alexander, Manager