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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Bluebonnet Crossings Retail Center, LLC

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Electronic Filing Menu

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Help

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**ARTICLES OF ORGANIZATION
OF
BLUEBONNET CROSSINGS RETAIL CENTER, LLC**

ARTICLE I - NAME:

The name of the Limited Liability Company is: Bluebonnet Crossings Retail Center, LLC

ARTICLE II - ADDRESS:

The mailing address and the street address of the principal office of the Limited Liability Company is 777 South Federal Highway, Fort Lauderdale, Florida 33316.

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members or managers at the discretion of the members and the names and addresses of the initial managers are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Steve Samberg | 777 South Federal Highway Fort Lauderdale, Florida 33316 |
| Catherine Whiddon | 777 South Federal Highway Fort Lauderdale, Florida 33316 |

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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 conditioned upon the unanimous consent of the members.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be conditioned upon the unanimous consent of the remaining members.

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ARTICLE VII - PURPOSE

The business and purpose of the Company are limited to (i) acquiring, owning, holding, managing, administering, developing, improving, renovating, leasing, exchanging, selling and/or disposing of Property, (ii) entering into the Property Loan with the Lender as more particularly identified in the Operating Agreement to be executed by the Members, and (iii) subject to any limitations contained in the Operating Agreement, transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing. The Company shall not merge or consolidate with any other entity or engage in any other business without the consent of all of the Managers.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 27th day of September, 2007.

Catherine Whiddon
Signature of a member or an authorized
representative of a member

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

Catherine Whiddon
Typed or printed name of signer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Bluebonnet Crossings Retail Center, LLC
2. The name and the Florida street address of the registered agent are:

Catherine Whiddon
777 South Federal Highway
Fort Lauderdale, Florida 33316

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

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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.

Cathleen C. Whiddon
Signature - Registered Agent

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