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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hialeah Shops LLC

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**ARTICLES OF ORGANIZATION FOR
HIALEAH SHOPS, LLC**

This document sets forth Articles of Organization for a limited liability company organized and formed under Florida law and entitled "HIALEAH SHOPS, LLC" (hereinafter referred to as the "Company").

**ARTICLE I
NAME**

The name of the Company is: HIALEAH SHOPS, LLC.

**ARTICLE II
PRINCIPAL ADDRESS**

The mailing address of the Company's principal place of business is: 506 Manchester Expressway, Suite B-5, Columbus, Muscogee County, Georgia 31904

**ARTICLE III
REGISTERED AGENT**

The name and the Florida street address of the registered agent is:

**CAPITAL CONNECTION, INC.
417 East Virginia Street, Suite 1
Tallahassee, Florida 32301**

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.

CAPITAL CONNECTION, INC.

By: DeLani White
Registered Agent

Date: 11/15/07

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**ARTICLE IV
MANAGEMENT**

Management of the Company shall be vested in **VICTORY REAL ESTATE INVESTMENTS, LLC**, a Delaware limited liability company, or its successors as designated by the Members in accordance with the Operating Agreement of the Company. The Manager(s) need not be a Member of the Company.

**ARTICLE V
PURPOSE**

The object and purpose of the Company and the nature of the business to be carried on by it shall be any lawful business activity in which limited liability companies may be formed under the laws of the State of Florida.

**ARTICLE VII
POWERS**

The Operating Agreement of the Company as adopted and amended from time to time by the Members shall include the powers, authority and restrictions of the Manager or Managers. Subject to Article V hereinabove, the power to make, alter and repeal the Operating Agreement is reserved to the Members as provided in said Operating Agreement.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Organization

This 15 day of November, 2007.



David A. Kendrick, Authorized Agent
For Victory Real Estate Investments, LLC,
its sole Member
P.O. Box 425, Bainbridge, GA 39818

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.