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FLORIDA/FOREIGN LIMITED LIABILITY CO.

PARAGON RETAIL PARTNERS LLC

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Page Count	02
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION
OF
PARAGON RETAIL PARTNERS LLC**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State, the following are the Articles of Organization for PARAGON RETAIL PARTNERS LLC (the "Company"):

1. Name. The name of the Company is PARAGON RETAIL PARTNERS LLC.


2. Mailing Address and Principal Place of Business. The Company's mailing address and principal office shall be located at 930 Elder Lane, Jacksonville, Florida 32207.

3. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company are:

Robert L. Miller, Jr.
930 Elder Lane
Jacksonville, Florida 32207

4. Duration. This limited liability company shall exist perpetually. Existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 1st day of April, 2008.




Robert J. Miller, Jr.
Authorized Representative of
a Member

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, a resident in the State, having been named in Section 3 of Articles of Organization of Paragon Retail Partners LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.



Robert L. Miller, Jr.

EXECUTED this 1st day of April, 2008.

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