

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L08000115602
FILED 8:00 AM
December 19, 2008
Sec. Of State
btadlock

Article I

The name of the Limited Liability Company is:
PHOENIX RETAIL PARTNERS II, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
37 NORTH ORANGE AVENUE
SUITE 204
ORLANDO, FL. US 32801

The mailing address of the Limited Liability Company is:
37 NORTH ORANGE AVENUE
SUITE 204
ORLANDO, FL. US 32801

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
D. PAUL DIETRICH
37 NORTH ORANGE AVENUE
SUITE 200
ORLANDO, FL. 32801

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.

Registered Agent Signature: D. PAUL DIETRICH

Article V

The name and address of managing members/managers are:

Title: MGMR
JEFFREY L POCKLINGTON
37 NORTH ORANGE AVENUE, SUITE 204
ORLANDO, FL. 32801 US

Title: MGRM
JEFFREY M POCKLINGTON
37 NORTH ORANGE AVENUE, SUITE 204
ORLANDO, FL. 32801 US

Title: MGRM
MARTIN FORSTER
37 NORTH ORANGE AVENUE, SUITE 204
ORLANDO, FL. 32801 US

Title: MGRM
D. PAUL DIETRICH
37 NORTH ORANGE AVENUE, SUITE 200
ORLANDO, FL. 32801 US

Title: MGRM
HARRY HILTON
37 NORTH ORANGE AVENUE, SUITE 204
ORLANDO, FL. 32801 US

Title: MGRM
JAMES TOUSIGNANT
37 NORTH ORANGE AVENUE, SUITE 204
ORLANDO, FL. 32801 US

Signature of member or an authorized representative of a member

Signature: D. PAUL DIETRICH

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