

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

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FILED 8:00 AM
May 07, 2009
Sec. Of State
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Article I

The name of the Limited Liability Company is:

U S OUTLET STORES ORLANDO CHELSEA LLC

Article II

The street address of the principal office of the Limited Liability Company is:

8200 VINELAND AVENUE
ORLANDO, FL. US 32821

The mailing address of the Limited Liability Company is:

8200 VINELAND AVENUE
ORLANDO, FL. US 32821

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:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL. 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.

Registered Agent Signature: JOYCE L. MARKLEY, AS ITS AGENT

Article V

The name and address of managing members/managers are:

Title: MGRM
U S OUTLET STORES LLC
8200 VINELAND AVENUE
ORLANDO, FL. 32821 US

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Signature of member or an authorized representative of a member

Signature: ROBERT A. SPIEGELMAN