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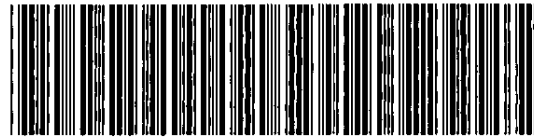
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B. KOHR

JAN 28 2010

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 266555 7518993

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 155.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 28 PM 4:52

ORDER DATE : January 28, 2010

ORDER TIME : 1:31 PM

ORDER NO. : 266555-005

CUSTOMER NO: 7518993

DOMESTIC FILING

NAME: LAKE SEARS OF WINTER HAVEN,
LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
LAKE SEARS OF WINTER HAVEN, LLC

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 28 PM 4:52

The undersigned hereby presents these Articles of Organization for the formation of a Limited Liability Company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

NAME

The name of the Limited Liability Company is LAKE SEARS OF WINTER HAVEN, LLC.

ARTICLE II

PRINCIPAL OFFICE

The mailing address of the principal office of the Limited Liability Company is 811-B Cypress Village Blvd., Ruskin, Florida 33573-6724.

ARTICLE III

DURATION

The Limited Liability Company shall have perpetual existence, commencing on the date of the filing of these Articles of Organization.

ARTICLE IV

PURPOSE

The Limited Liability Company is organized for the purpose of transacting any and all lawful business.

ARTICLE V

MANAGEMENT

The Limited Liability Company is to be manager-managed. The name and address of the Initial Manager is:

Eric C. Fleming
811-B Cypress Village Blvd.
Ruskin, Florida 33573-6724

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

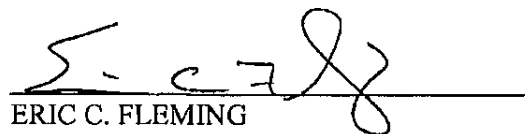
The street address of the initial registered office of the Limited Liability Company is 811-B Cypress Village Blvd., Ruskin, Florida 33573-6724, and the name of the initial registered agent of the Limited Liability Company at that office is Eric C. Fleming.

ARTICLE VII

INDEMNIFICATION

Except to the extent otherwise provided in the Operating Agreement of the Limited Liability Company, the Limited Liability Company shall indemnify each person or entity who was or is a Member, director, officer, employee or agent of the Limited Liability Company to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of the Initial Managers, has executed these Articles of Organization this 28 day of January, 2010.


ERIC C. FLEMING

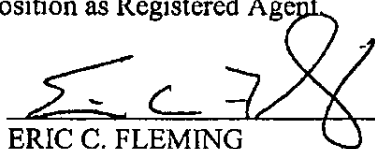
**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 AND SECTION 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is LAKE SEARS OF WINTER HAVEN, LLC.
2. The name and street address of its initial Registered Agent and initial Registered Office are:

Eric C. Fleming
811-B Cypress Village Blvd.
Ruskin, Florida 33573-6724

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.


ERIC C. FLEMING

Date: January 28, 2010.