

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

L10000121609
FILED 8:00 AM
November 23, 2010
Sec. Of State
Isellers

Article I

The name of the Limited Liability Company is:

FACTORY OUTLET FL 3 LLC

Article II

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

1200 5TH AVENUE SOUTH
TIN CITY COMPLEX STE 1
NAPLES, FL. US 34102

The mailing address of the Limited Liability Company is:

1200 5TH AVENUE SOUTH
TIN CITY COMPLEX STE 1
NAPLES, FL. US 34102

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:

MARTIN F KLINGENBERG
1455 BLUE POINT AVENUE
NAPLES, FL. 34102

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: MARTIN F. KLINGENBERG

Article V

The name and address of managing members/managers are:

Title: MGRM
MARTIN J HADLE
1200 5TH AVE S - TIN CITY COMPLEX - STE 1
NAPLES, FL. 34102 US

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Signature of member or an authorized representative of a member

Signature: MARTIN F. KLINGENBERG