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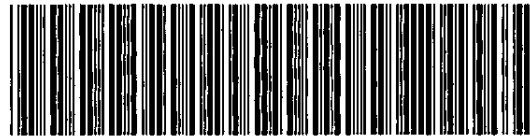
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HALLANDALE BEACH, FL 33009

• (850) 245-6051.

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: PSM PACES FERRY CENTER, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Liz Whatley

Name of Person

Publix Super Markets, Inc.

Firm/Company

Post Office Box 407

Address

Lakeland, Florida 33802-0407

City/State and Zip Code

shirley.starling@publix.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Louise W. Spivey

Name of Person

at **(863) 688-1188 x55021**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|---|---|---|---|

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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CLERK OF SUPERIOR COURT
JANICE A. BROWN
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PSM PACES FERRY CENTER, LLC**

The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Limited Liability Company (the "Company") shall be **PSM PACES FERRY CENTER, LLC**.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address of the principal office of the Company shall be P. O. Box 407, Lakeland, Florida 33802-0407, and the street address of the principal office of the Company shall be 3300 Publix Corporate Parkway, Lakeland, Florida 33811.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Company shall be located at 3300 Publix Corporate Parkway, Lakeland, Florida 33811, and the initial registered agent of the Company at such office shall be John A. Attaway, Jr. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE IV
BUSINESS AND PURPOSE**

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon companies formed under such Act.

**ARTICLE V
OPERATING AGREEMENT**

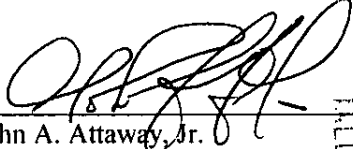
The power to adopt the Operating Agreement of the Company, to alter, amend, or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the member(s) of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the law of the State of Florida or of the United States.

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JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

ARTICLE VI
AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the member(s) herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of a member, pursuant to Section 608.407, Florida Statutes, has executed these Articles of Organization for the uses and purposes therein stated.



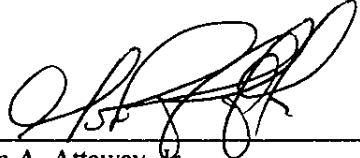
John A. Attaway, Jr.
Authorized Representative of a Member

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2013 OCT 21 PM 2 22
CLERK OF COURT
HALL COUNTY, FLORIDA

PSM PACES FERRY CENTER, LLC
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 16th day of September, 2013.



John A. Attaway, Jr.