

LAW OFFICES OF
CONLIN, McKENNEY & PHILBRICK, P. C.

350 SOUTH MAIN STREET, SUITE 400
ANN ARBOR, MICHIGAN
48104-2108

EDWARD F. CONLIN (1902-1953)
JOHN W. CONLIN (1904-1972)
ALBERT J. PARKER (1901-1970)

OF COUNSEL
JOHN W. CONLIN JR.

TELEPHONE
(313) 761-9000
TELECOMMER
(313) 761-9001

Robert M. Brimacombe
Direct Number (313) 997-2152

CHRIS L. MCKENNEY
KARL R. FRANKENA
ALLEN J. PHILBRICK
PHILLIP J. BOWEN
MICHAEL D. HIGHFIELD
BRUCE N. ELLIOTT
NEIL J. JULIAR
ROBERT M. BRIMACOMBE
ELIZABETH M. PETOSKEY
JAMES A. SCHRIEMER
BRADLEY J. MCLAMPY
JOSEPH W. PHILLIPS
WILLIAM M. SWEET
LORI A. BUITEWEG
DOUGLAS G. MCCLURE
THOMAS B. BURQUE
MARJORIE DIXON
KENNETH SPENCER

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Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-02/04/97--01007--003
****337.50 ****337.50

RE: Wal-Mark Properties of Orlando, LLC

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Organization for Wal-Mark Properties of Orlando, LLC. Please file the same in your normal fashion and return the filed document directly to the undersigned. The extra copy that I have enclosed is so that you can file stamp the same when you receive these Articles and then return the copy to me in the enclosed self-addressed stamped envelope. Thank you.

We have also enclosed a check in the amount \$337.50 for the filing fee and for a certified certificate.

If you have any questions, please contact the undersigned at your convenience. Thank you.

Very truly yours,

Robert M. Brimacombe
Robert M. Brimacombe

RMB/las
Enclosure
cc: James R. Markiewicz
3:C:\WP60\CORP\FLORIDA.ST

[Handwritten signature]
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

Wal-Mark Properties of Orlando, LLC

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

5203 N. Howard Ave.
Tampa, Florida 33603-1419

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

The Company shall, unless sooner dissolved, terminate on December 31, 2026.

ARTICLE IV - Management

(check and complete the appropriate statement)

/ / The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

/x / The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

SEE ATTACHED

(FLA. - LLC 3207 - 3/8/96)

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

Timothy A. Ruff
5203 N. Howard Ave.
Tampa, Florida 33603-1419

ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

5203 N. Howard Ave.
Tampa, Florida 33603-1419

***ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: As set forth in the Operating Agreement.

***ARTICLE VIII - Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: As set forth in the Operating Agreement.

1/24/97
(Date)


(Signature of Member or the Authorized Representative of a Member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.


(Signature)

1-31-97
(Date)

Timothy A. Ruff
(Type Name of Officer)

Member
(Title of Officer)

*(If applicable)

**Attachment to Articles of Organization for
Wal-Mark Properties of Orlando, LLC**

ARTICLE IV: Names and Addresses of Members

Robert C. Walrich
28899 Hidden Trail
Farmington Hills, MI 48331

James R. Markiewicz
27982 Cooper Creek Lane
Farmington Hills, MI 48331

Timothy A. Ruff
4409 Beach Park Drive
Tampa, Florida 33609

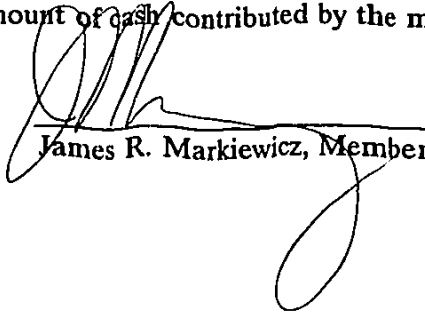
Douglas S. Chadwick
1158 North Fairway
Apopka, Florida 32712

Craig J. Glascott
147 Stoney Ridge Drive
Longwood, Florida 32750

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Wal-Mart Properties of Orlando, LLC deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$1,000.00



James R. Markiewicz, Member