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## LIMITED LIABILITY COMPANY

atlantic-pennsylvania, llc

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## ARTICLES OF ORGANIZATION OF ATLANTIC-PENNSYLVANIA, LLC

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Atlantic-Pennsylvania, LLC (the "Company"):

1. Name and Principal Place of Business. The name of the Company is Atlantic-Pennsylvania, LLC, and its mailing address and principal office shall be located at 121 West Forsyth Street, Suite 200, Jacksonville, Florida 32202.

2. Commencement and Duration of Existence. The Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State. The Company's existence shall terminate in the manner provided by law or as provided in the regulations adopted by the member(s) of the Company.

3. Purposes and Powers. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

F & L Corp.  
200 Laura Street  
Jacksonville, Florida 32202-3520.

5. Admission of Additional Members. Additional members may be admitted as members of the Company upon unanimous agreement of the then existing member(s) of the Company.

6. Continuation of Business. Upon 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 Company the remaining member(s) shall have the right to elect, within 90 days after the occurrence of such event, to continue the business of the Company.

7. Management. The Company is to be managed by a manager, or managers. The name and address of the initial manager is:

Prepared by: Linda Y. Kelso (FL Bar No. 298662)  
Foley & Lardner  
P.O. Box 240  
Jacksonville, FL 32202  
Telephone No. (904)359-2000  
Fax Audit No. H99000005190

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Regency Realty Group, Inc.  
121 West Forsyth Street, Suite 200  
Jacksonville, Florida 32202

Any person dealing with the Company may conclusively rely on a certificate signed by the Manager as to the Manager's identity and authority to act on behalf of the Company and without further inquiry may rely upon the authority of the Manager to perform any act or execute and deliver any instrument for the Company.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned, authorized representative of a member of the Company, has executed these Articles of Organization this 2<sup>nd</sup> day of March, 1999.

Regency Realty Group, Inc., a Florida corporation

By:   
Name: J. Christian Leavitt  
Title: Vice President

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, a corporation resident in the State of Florida, having been named in Section 4 of Articles of Organization of Atlantic-Pennsylvania, LLC (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

**EXECUTED** this 2<sup>nd</sup> day of March, 1999.

F & L CORP.

By: Charles V. Hedrick  
Name: Charles V. Hedrick  
Title: Authorized Signatory

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
FOR ATLANTIC-PENNSYLVANIA, LLC**

The undersigned, the authorized representative of a member of Atlantic-Pennsylvania, LLC, a Florida limited liability company (the "Company"), deposes and says as follows:

1. The Company has at least one member.
2. The total amount of cash contributed by the member(s) is \$100.
3. The agreed value of property other than cash contributed by the member(s) is \$0.
4. The amount of cash or property anticipated to be contributed by member(s) is \$100, which amount includes the amounts stated in paragraphs 2 and 3 above.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Membership and Contributions as of March 2, 1999.

Regency Realty Group, Inc., a Florida corporation

By: 

Name: J. Christian Leavitt  
Title: Vice President

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