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Division of Corporations

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FAX NO. 904 798 3730

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Florida Department of State  
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To: Division of Corporations  
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From: Account Name : MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA  
Account Number : 105543000740  
Phone : (904) 798-3700  
Fax Number : (904) 798-3730

LIMITED LIABILITY COMPANY

St. Johns Retail Development, L.L.C.

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF**

**St. Johns Retail Development, L.L.C.**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") shall be St. Johns Retail Development, L.L.C.

**ARTICLE II  
DURATION**

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III  
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 5076 Sunset Court, Windemere, Orange County, Florida 34786.

**ARTICLE IV  
REGISTERED AGENT**

The initial registered office of this Company shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202, and its initial registered agent at such office shall be MOTOLAW, Inc.

Prepared by Peter O. Larsen, Esq.  
Milam Otero Larsen Dawson & Traylor, P.A.  
50 North Laura Street, Suite 2750  
Jacksonville, FL 32202  
(904) 798-3700  
Florida Bar Number 0849146

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**ARTICLE V  
ADDITIONAL MEMBERS**

Pursuant to §608.407(1)(e), Florida Statutes, additional members may be admitted upon the approval by the then current members owning one hundred percent (100%) of the membership interests.

**ARTICLE VI  
CONTINUATION OF BUSINESS**

Pursuant to §608.407(1)(f), Florida Statutes, the remaining members of this Company shall have the right to continue the Company's 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 the member in this Company.

**ARTICLE VII  
MANAGEMENT OF THE COMPANY**

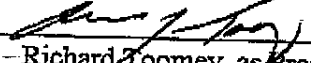
This Company will be managed by one of its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The name and address of the initial Managing member (as defined in §608.402(9) of the Act), who shall serve as Managing member until the first annual meeting of the members or until its successor is elected and qualifies, is as follows:

99-32179  
St. Johns Retail Management, Inc., a Florida corporation  
5076 Sunset Court  
Windermere, Florida 34786

IN WITNESS WHEREOF, the undersigned, being the Managing Member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

St. Johns Retail Management, Inc., a Florida  
Corporation, its Managing Member

Dated: 4-28-99

By:   
Richard Toomey, as President

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

St. Johns Retail Development, L.L.C., desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

DATED this 28<sup>th</sup> day of April, 1999.

St. Johns Retail Management, Inc., a Florida  
corporation, Managing Member.

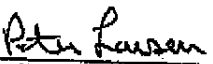
By:   
Richard Toomey, as President.

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Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 28<sup>th</sup> day of April, 1999.

MOTOLAW, INC., a Florida corporation

By:   
Name: Peter Larsen  
Its: President

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned managing member of St. Johns Retail Development, L.L.C., a Florida limited liability company (the "Company"), hereby executes this affidavit filed pursuant to Section 608.407(2), Florida Statutes:

1. The Company has at least one (1) member.
2. The actual amount of cash contributed to date of the member(s) is: \$ 100.00
3. The agreed value of any property other than cash contributed is: \$ 0.00
4. The total amount of cash or property anticipated to be contributed by the member(s) at this time (exclusive of the \$100.00 contributed to date) is: \$1,500,000.00

FURTHER AFFIANT SAYETH NOT.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: 28th day of April, 1999.

St. Johns Retail Management, Inc., a Florida  
Corporation, Managing Member

By: Richard Toomey  
Richard Toomey, as President

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