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LIMITED LIABILITY COMPANY

DILLARD EARNOUT, LLC

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**ARTICLES OF ORGANIZATION OF
DILLARD EARNOUT, LLC
a Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of the limited liability company is **DILLARD EARNOUT, LLC.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 9440 Sidney Hayes Road, Orlando, Florida 32824.

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT AND MEMBER**

The management of the limited liability company is reserved to its sole member. The name of the sole member is **WILLIAM M. DILLARD** and his address is 9440 Sidney Hayes Road, Orlando, Florida 32824.

Prepared by:
Scott A. Wasserman, Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No. 0990825

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the limited liability company's initial registered agent is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the limited liability company's initial registered agent at that office is American Information Services, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16 day of July, 1999.



WILLIAM M. DILLARD

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 608.407 and 608.415 of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **DILLARD EARNOUT, LLC**, a Florida limited liability company (the "Company"), in the Company's articles of organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's articles of organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th day of July, 1999.

**AMERICAN INFORMATION
SERVICES, INC.**

By: Angelica M. Calabrese

Angelica M. Calabrese, Vice President

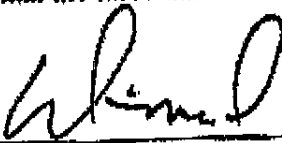
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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS**

The undersigned member of DILLARD EARNOUT, LLC, deposes and says:

1. DILLARD EARNOUT, LLC, has one member.
2. The total amount of cash contributed by the member is \$0.
3. The agreed value of property other than cash contributed by the member is \$0.
4. The amount of cash or property anticipated to be contributed by the member is \$100.
5. The total amounts of 2, 3 and 4 is \$100.

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



WILLIAM M. DILLARD