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LIMITED LIABILITY COMPANY

SHOPPES OF LIBERTY CITY, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 1999

CORPORATE & CRIMINAL RESEARCH

SUBJECT: SHOPPES OF LIBERTY CITY, LLC
REF: W99000019393

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and rafx the complete document, including the electronic filing cover sheet.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Michella Hodges
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FAX Aud. #: H99000020963
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
OF
SHOPPES OF LIBERTY CITY, LLC**

ARTICLE I - NAME

The name of the Limited Liability Company is Shoppes of Liberty City, LCC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

7491 W. Oakland Park Blvd., Ste. 306 Ft. Lauderdale, Florida 33319

ARTICLE III - DURATION

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

ARTICLE IV - MANAGEMENT

The Company will be managed by the managers (the "Managers"). The Managers shall be selected by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managers shall also have the responsibilities accorded to them by the members and as set forth in the Regulations of the Company. The names and addresses of the Managers who are to serve until their successors are otherwise selected are as follows:

Redevco Enterprises, Inc.
7491 W. Oakland Park Blvd., Ste. 306
Ft. Lauderdale, FL 33319

ARTICLE V - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, in a manner provided by Florida Statutes, provided that all of the remaining members agree to do so in writing within 120 days after the date of such member's termination of membership.

ARTICLE VI - REGISTERED AGENT AND OFFICE

The street address of the Company's initial registered agent is 7491 W. Oakland Park Blvd., Ste. 306, Ft. Lauderdale, Florida 33319, and the name of its initial registered agent at such office is Redevco Enterprises, Inc. Attn: Debra Sinkle.

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DIVISION OF CORPORATIONS

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State of Florida

SS:

County of Broward

IN WITNESS WHEREOF, the undersigned, being the Manger of the Company, has executed these Articles of Organization, this 20th day of August 1999.

Redevco Enterprises, Inc.
A Florida Corporation, Managing Member

By: *Debra Sinkle*
Debra Sinkle, President

BEFORE ME, the undersigned authority, personally Debra Sinkle, as the President of Redevco Enterprises, Inc., a Florida corporation, who after first being duly sworn, acknowledged the she executed before me the foregoing instrument on behalf of said corporation for the purposes therein expressed. She is personally known to me or produced PERSONALLY KNOWN as identification.

WITNESS my hand and official seal in the State of Florida this 20th day of August 1999.

Tammie Ann Thomas
Print Name: Tammie Ann Thomas
NOTARY PUBLIC, State of Florida

My Commission Expires:



TAMMIE ANN THOMAS
My Comm Exp. 8/20/2000
Bonded By Service Inc
No. CC68867
((Printed Name)) ((Date))

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

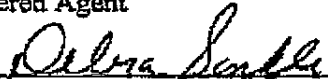
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Shoppes of Liberty City, LLC
2. The name and address of the registered agent and office is:

Redevco Enterprises, Inc
7491 W. Oakland Park Blvd
Suite 306
Ft. Lauderdale, Florida 33319

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

Redevco Enterprises, Inc,
Registered Agent

By: 
Print Name: Debra Sinkie
Title: President
Date: August 20, 1999

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Shoppes of Liberty City, LLC (the "Company") deposes and says:

- 1. The Company has at least one member.
- 2. The total amount of cash contributed by the Members is: \$1,684,597.24
- 3. The total agreed value of property other than cash contributed by the Members is: \$900,000
- 4. The total amount of cash or property anticipated to be contributed by members is: \$2,584,597.24
This total includes amount from 2 and 3 above.

Redevco Enterprises, Inc. a Florida Corporation -Managing Member


 By: Debra Sinkle its President

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

State of Florida

SS:

County Broward

BEFORE ME, the undersigned authority, personally Debra Sinkle, as the President of Redevco Enterprises, Inc., a Florida corporation, who after first being duly sworn, acknowledged that she executed before me the foregoing instrument on behalf of said corporation for the purposes therein expressed. She is personally known to me or produced PERSONALLY KNOWN as identification.


 Print Name: Tammie Ann Thomas
 NOTARY PUBLIC, State of Florida

My Commission Expires:



TAMMIE ANN THOMAS
 My Comm Exp. 9/30/2000
 Bonded By Service Inc
 No. CG03887
 ((Personally Known)) Over 10

**ATTACHMENT TO
ARTICLES OF ORGANIZATION OF
SHOPPES OF LIBERTY CITY, LLC**

The total agreed value of property consist of leases on real property, development services and contracts related to the property located at 1100 N.W. 54th Street, Miami, Dade County, Florida.