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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

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Inland Southeast Bridgewater, L.L.C.

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CONNIE BRYAN

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**ARTICLES OF ORGANIZATION
OF
INLAND SOUTHEAST BRIDGEWATER, L.L.C.**

ARTICLE I - Name

The name of the Limited Liability Company is INLAND SOUTHEAST BRIDGEWATER, L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is: 2901 Butterfield Road, Oak Brook, Illinois 60523.

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 its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The name and address of the Manager who is to serve until the first annual meeting or until its successor is otherwise selected is as follows:

Inland Retail Real Estate Limited Partnership
2901 Butterfield Road
Oak Brook, IL 60523

ARTICLE V - Admission of Additional Members

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - 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 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, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE VI - Registered Agent and Office

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, City of Plantation, County of Broward, State of Florida 33324 and the name of its initial registered agent at such office is **CT Corporation System**.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of INLAND SOUTHEAST BRIDGEWATER, L.L.C. hereby accepts such designation and is familiar with, and accepts, the obligations of such position as provided in Florida Statutes § 608.415.

CT CORPORATION SYSTEM

By: Connie Bryan
Name: CONNIE BRYAN
Title: SPECIAL ASSISTANT SECRETARY

Dated: August 23, 1999

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of INLAND SOUTHEAST BRIDGEWATER, L.L.C. deposes and says:

1. The Limited Liability Company has at least one member;
2. The total amount of cash contributed by the members is \$ 1,000.00;
3. If any, the agreed value of property other than cash contributed by members is: \$ -0-; and
4. The total amount of cash or property anticipated to be contributed by members is \$1,000.00.

INLAND RETAIL REAL ESTATE LIMITED PARTNERSHIP
an Illinois limited partnership
By: Inland Retail Real Estate Trust, Inc., a Maryland corporation
Its: General Partner

By: Samuel A. Ottwell
Its: Secretary

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