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BILZIN SUMBERG

P. 001/004

Division of Corporations

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Fax Number : (850) 205-0381

From: Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
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FLORIDA PROFIT CORPORATION OR P.A.

Shoppes Outparcels, Inc.

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BILZIN SUMBERG

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**ARTICLES OF INCORPORATION
OF
SHOPPES OUTPARCELS, INC.**

ARTICLE I - NAME

The name of this corporation is Shoppes Outparcels, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

and the name and address of the initial registered agent of this corporation are:

R. Scott Ireland
12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

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ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

R. Scott Ireland
12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Name**Address**

R. Scott Ireland

12000 Biscayne Boulevard, Penthouse 810
Miami, Florida 33181

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

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ARTICLE XI- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the ____ day of June, 2005.



R. Scott Ireland, Incorporator and
Registered Agent

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