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CR2E031 (1-89)

ARTICLES OF INCORPORATION

OF

Kimco Tallahassee 715, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: Kimco Tallahassee 715, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 3333 New Hyde Park Road, New Hyde Park, New York 11042

THIRD: The number of shares the corporation is authorized to issue is: 100

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names and addresses of the persons who are to serve as initial directors are:

Milton Cooper 3333 New Hyde Park Road, New Hyde Park,

N.Y. 11042

Martin S. Kimmel 3333 New Hyde Park Road, New Hyde Park,

N.Y. 11042

Michael J. Flynn 3333 New Hyde Park Road, New Hyde Park,

N.Y. 11042

SIXTH: The name and address of each incorporator is:

Barbara A. Dawson 1633 Broadway, New York, N.Y. 10019

Belfrieda L. Dawson 1633 Broadway, New York, N.Y. 10019

SEVENTH: Any other provision required or permitted by law is: See Exhibit A

Signature of Incorporator

Barbara A. Dawson

Date: November 18, 1998

Belfrieda, Lr. Dawson, Incorporator

CT System

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

Kimberly Gilbertson Asst. Secy. Date

EXHIBIT A

No director shall be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity, except that this provision shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to such director establishes that such director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that such director personally gained in fact a financial profit or other advantage to which such director was not legally entitled, nor shall this provision eliminate or limit the liability of any director for any act or omission prior to the addition of this provision.