

**ARTICLES OF ORGANIZATION
OF
SPM REAL ESTATE TYLERSVILLE, LLC**

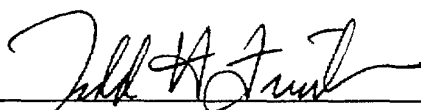
(Under Section 1705.04 of the Ohio Revised Code)
Limited Liability Company

The undersigned, desiring to form a limited liability company, under Chapter 1705 of the Ohio Revised Code, does hereby state the following:

- FIRST:** The name of said limited liability company shall be **SPM Real Estate Tylersville, LLC**
- SECOND:** The period of existence of this limited liability company shall be perpetual.
- THIRD:** The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

c/o The Russ Group, Inc.
635 West 7th Street, Suite 310
Cincinnati, Ohio 45203

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 21st day of April, 1999.

Signed: 
Tedd H. Friedman, Organizer

RECEIVED

APR 22 1999

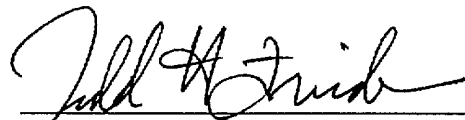
**J. KENNETH BLACKWELL
SECRETARY OF STATE**

ORIGINAL APPOINTMENT OF AGENT

(for limited liability company)

The undersigned, being the organizer of SPM Real Estate Tylersville, LLC, hereby appoints Corporate Statutory Services, Inc. to be the agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is:

Corporate Statutory Services, Inc.
255 E. Fifth Street, Suite 2400
Cincinnati, Ohio 45202

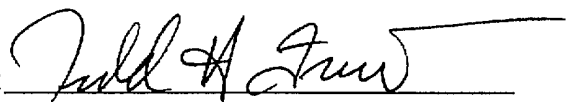


Tedd H. Friedman

ACCEPTANCE OF APPOINTMENT

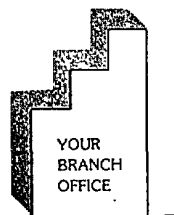
The undersigned, named herein as the statutory agent for SPM Real Estate Tylersville, LLC, hereby acknowledges and accepts the appointment of agent for said limited liability company.

CORPORATE STATUTORY
SERVICES, INC.

By: 

Tedd H. Friedman, Vice President

CORPORATE SERVICES OF OHIO, INC.



50 West Broad Street, Suite 1120
Columbus, Ohio 43215

Telephone
(614) 464-2400

FAX
(614) 464-1505

EXPEDITE

TO: SECRETARY OF STATE
FROM: RUTH M. HARRISTON
DATE: April 22, 1999

Check # 025019 (164)

EXPEDITED FILING FEE 95.00

Articles of ~~XXXXXXXXXXXX~~ Organization

SPM Real Estate Tylersville, LLC

Certificate of:

Amendment/Amended Articles
Restatement of Art. of Org.
Amendment to Art. of Org.
Limited Partnership
Amendment of Limited Partnership
Restated Limited Partnership
Cancellation of Ltd. Partnership
Dissolution
Merger/Consolidation
Partnership with Limited Liability
Withdrawal/Reinstatement
Annual Report

Foreign License Application
Name Change/Merger Recital
Surrender/Reinstatement
Agent or Form 7 Report
Foreign Limited Liability Company
Correction/Cancellation
Foreign Limited Partnership
Correction
Trade Name/Fictitious Name
Trade Mark/Service Mark Regis.
Agent Miscellaneous Filing

OTHER:

CERTIFICATION:

EXPEDITED FILING HOLD FOR PICK UP

RETURN FILED DOCUMENT TO:

EXPEDITE

EXPEDITE

CS 111/6/95

PROMPT PROFESSIONAL SERVICE

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	4/26/1999	199911300275	LCA ARTICLES OF ORGANIZATION/DOM. LIMITED LIABILITY C	85.00	10.00	0.00	0.00	0.00
			TOTAL	85.00	10.00	0.00	0.00	0.00

Return To:
CORPORATE SERVICES OF OHIO, INC.
ATTN R M HARRISTON
50 W BROAD ST STE 1120
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

1072343

It is hereby certified that the Secretary of State of Ohio has custody of the business records for SPM REAL ESTATE TYLERSVILLE, LLC and that said business records show the filing and recording of:

Document(s)
ARTICLES OF ORGANIZATION/DOM. LIMITED LIABILITY CO

Document No(s):
199911300275

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 22nd day of
April, A.D. 1999



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State