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(Business Entity Name)

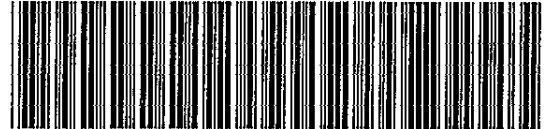
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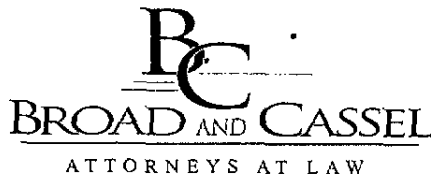
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORLANDO, FLORIDA 32801
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December 5, 2002


Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: McCarthy of St. Petersburg, LLC

Dear Sir/Madam:

Enclosed for filing, please find the original and one (1) copy of the Articles of Organizational for McCarthy of St. Petersburg, LLC, together with check number 17311 in the amount of \$125.00 representing the filing fee for such articles. After the filing is complete, please return a filed copy of the enclosed to the undersigned. Thank you.

Sincerely,


Helen Brock Ford
Paralegal

/hbf
Enclosures

Cc: Mr. Terence J. McCarthy

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
McCARTHY OF ST. PETERSBURG, LLC

The undersigned (the "Member") acting as the sole organizer of McCARTHY OF ST. PETERSBURG, LLC, under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is McCARTHY OF ST. PETERSBURG, LLC (the "Company").

ARTICLE II - Address:

The mailing address of the principal office of the limited liability company is 3663 Bayshore Boulevard, N.E., St. Petersburg, Florida 33703.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager, and the name and address the sole manager who is to serve as initial manager until the first annual meeting of members until his successor is elected and qualified is:

Name

Address

Terence J. McCarthy

3663 Bayshore Boulevard,
St. Petersburg, Florida 33703

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

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TALLAHASSEE, FLORIDA

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ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., and the street address of the Company's registered agent is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

ARTICLE X - Member Interests:

The Company is authorized to issue both voting and nonvoting membership interests. All membership interests shall be identical in all respects except the nonvoting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting membership interests.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 31st day of October, 2002.



Terence J. McCarthy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 McCARTHY OF ST. PETERSBURG, LLC.

2. The name and address of the registered agent and its office is:

B&C Corporate Services of Central Florida, Inc.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

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, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

B&C Corporate Services of Central Florida,
Inc.

By: 

Anthony W. Palma, Vice President

Dated this 31st day of October, 2002.

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TALLAHASSEE, FLORIDA

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