

L980000002207



ACCOUNT NO. : 072100000032

REFERENCE : 991337 4326591

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 337.50

ORDER DATE : October 9, 1998

ORDER TIME : 1:05 PM

ORDER NO. : 991337-005

CUSTOMER NO: 4326591

400002660814--7

CUSTOMER: Mr. Cody Waters
FOWLER WHITE GILLEN BOGGS
FOWLER WHITE GILLEN BOGGS
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

Effective 10/8

DOMESTIC FILING

NAME: CARLEN REALTY, LLC

EFFECTIVE DATE: 10-8-98

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

Name	<i>MSA</i>
Availability	<i>MSA</i>
Document Examiner	<i>MSA</i>
Updater	<i>MSA</i>
Updater Verifier	<i>MSA</i>
Acknowledgement	<i>MSA</i>
P. verifier	<i>MSA</i>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 3:32

RECEIVED
98 OCT -9 PM 2:12
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
CARLEN REALTY, LLC**

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the limited liability company to be formed hereunder is "Carlen Realty, LLC".

**ARTICLE II
DATE OF EXISTENCE AND PERIOD OF DURATION**

This limited liability company shall begin existence effective the 8th day of October, 1998, and shall have perpetual existence.

**ARTICLE III
ADDRESS AND PLACE OF BUSINESS**

The address and the place of business in Florida for the limited liability company is 23 Tarpon Avenue, Tarpon Springs Florida 34689.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 501 E. Kennedy Blvd., #1900, Tampa Florida 33602, and the name of its initial registered agent is Cody W. Waters, Esquire. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE V
POWERS**

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

**ARTICLE VI
PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT - 9 PM 3:32


**ARTICLE VII
MANAGEMENT**

The business and affairs of the limited liability company shall be managed by or under the direction of the Board of Managers. The names and current addresses of the initial Board of Managers are as follows:

Carol E. Martin
P. O. Box 1879
Tarpon Springs, FL 34688

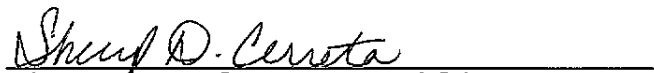
Stanley G. Gibson
P. O. Box 1878
Tarpon Springs, FL 34688


IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 8th day of October, 1998.


Cody W. Waters
Authorized Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of October, 1998, by Cody W. Waters, as the authorized representative of the members of Carlen Realty, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.


Signature of Notary Public


Name stamped, typed or legibly printed

11/15/2001
Notary Commission Expiration Date
(if not perpetual authority)



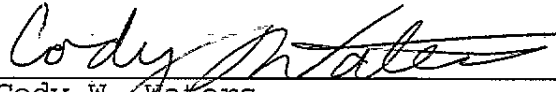
SHERYL D. CERRETA
COMMISSION # CC 688083
EXPIRES NOV 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 3:32

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Carlen Realty, LLC, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 8th day of October, 1998.

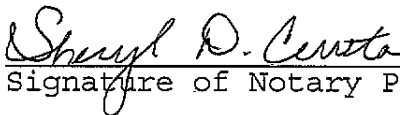

Cody W. Waters
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of October, 1998, by Cody W. Waters, as Registered Agent for Carlen Realty, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.



SHERYL D. CERRETA
COMMISSION # CC 688083
EXPIRES NOV 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Signature of Notary Public
11/15/2001
Notary Commission Expiration Date
(if not perpetual authority)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 PM 3:32

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, as the authorized representative of a member of Carlen Realty, LLC (the "Company"), deposes and says:

1. The Company has at least one member, and the amount of cash initially contributed to the Company's capital by the members is \$5,000.00.
2. The agreed value of property other than cash contributed by members is \$0.
3. No additional amount of cash or property anticipated to be contributed by the members.
4. The total amount of cash, other property and anticipated additional contributions is \$5,000.00.
5. In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that, to the best of the undersigned's knowledge, the facts stated herein are true.

Signed this 8th day of October, 1998.

Cody W. Waters

 Cody W. Waters, Authorized
 Representative

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of October, 1998, by Cody W. Waters, as the authorized representative of a member of Carlen Realty, LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

 **SHERYL D. CERRETA**
 COMMISSION # CC 688083
 EXPIRES NOV 15, 2001
 BONDED THRU
 ATLANTIC BONDING CO., INC.

Sheryl D. Cerreta

 Signature of Notary Public
 11/15/2001

 Notary Expiration Date
 (if not perpetual authority)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 OCT - 9 PM 3:32