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Rogers, Towers, Et al - Mary Rose
Requestor's Name

106 S. Monroe Street
Address

Tallahassee, FL 32301 222-7200
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Carino La Mer Associates, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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CORPORATIONS
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NEW FILINGS	
<input type="checkbox"/> Profit	TO FILE
<input type="checkbox"/> NonProfit	SUFFICIENT
<input checked="" type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/ Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

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ARTICLES OF ORGANIZATION
OF
CARINO LA MER ASSOCIATES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Carino la Mer Associates, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 3 Commerce Blvd., Palm Coast, Florida 32164

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are: Robert Cuff, 170 Malaga St., Suite A, St. Augustine, Florida 32084.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is William Lucia, 3 Commerce Blvd., Palm Coast, Florida 32164.

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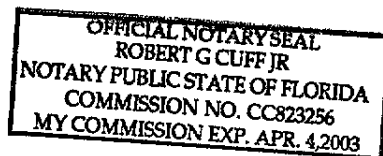
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Palm Coast, Flagler County, Florida, on April 26, 2001.

William Lucia
Printed name

Sworn to and subscribed before me this April 26, 2001, by William Lucia. He is personally known to me.

Robert G. Cuff Jr.
Notary Public, State of Florida

Notary seal:



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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, Carino la Mer Associates, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Carino la Mer Associates, LLC.
2. The name and street address of the registered agent in Florida are:

Robert G. Cuff
170 Malaga St., Suite A
St. Augustine, Florida 32084

The undersigned, being the person named in the articles of organization of Carino la Mer Associates, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Registered Agent

ROBERT G. CUFF, JR.

Printed name

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