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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

CARLTON DUNES PARTNERSHIP, LLC

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**ARTICLES OF ORGANIZATION OF
CARLTON DUNES PARTNERSHIP, LLC
A LIMITED LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **CARLTON DUNES PARTNERSHIP, LLC, A LIMITED LIABILITY COMPANY.**

**ARTICLE II
ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be **401 Centre Street, 2nd Floor, Fernandina Beach, County of Nassau, State of Florida.**, and the mailing address is **401 Centre Street, 2nd Floor, Fernandina Beach, Florida 32034**, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III
INITIAL REGISTERED AGENT
AND REGISTERED OFFICE**

The address of the initial registered agent and its office is **Arthur I. Jacobs, 401 Centre Street, Second Floor, Fernandina Beach, Florida 32034.**

**ARTICLE IV
MANAGEMENT**

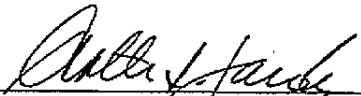
This limited liability company shall be managed by **John Noonan, Richard Degennaro and Claudius Strickland, 401 Centre Street, 2nd Floor, Fernandina Beach, Florida 32034**, managing members, who shall serve until death, retirement, adjudication of insanity or incompetency or receipt of debtor relief under bankruptcy laws .

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **CARLTON DUNES PARTNERSHIP, LLC**

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Executed by the undersigned at Fernandina Beach, Florida on May 23, 2002.


Arthur I. Jacobs, Authorized Representative
Of CARLTON DUNES PARTNERSHIP, LLC,

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this May 23, 2002 by Arthur I. Jacobs, who is personally known to me or who has produced _____ as identification.


Notary Public



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CLERK OF THE
COUNTY OF NASSAU
FLORIDA

**CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED**

CARLTON DUNES PARTNERSHIP, LLC, A LIMITED LIABILITY COMPANY, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Organization, at Nassau County, Florida, has named Arthur I. Jacobs as its registered agent to accept service of process within this state, who is located at the following registered office:

Arthur I. Jacobs
401 Centre Street, Second Floor
Fernandina Beach, Florida 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.



Registered Agent

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