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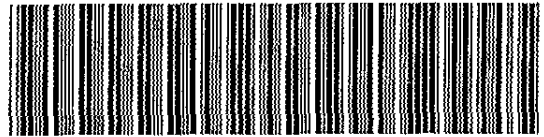
(Business Entity Name)

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**CHARLES D. MINER, P.A.**

*Attorney at Law*

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Orlando, Florida 32803

Charles D. Miner  
*Board Certified in Taxation*  
Phone: (407) 894-6210  
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January 3, 2003

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Caroni Investments, LLC

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TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing please find the original and a duplicate photocopy of the Articles of Organization for Caroni Investments, LLC. Also enclosed please find our client's check in the amount of \$125.00, which represents the total amount of filing fees.

Please return the enclosed photocopy of the Articles of Organization to this office after they have been filed. We have enclosed a self-addressed, stamped envelope for your convenience.

Please do not hesitate to call me should you have any questions concerning any of the above.

Very truly yours



Charles D. Miner

cc: Ms. Angelica Whipp

**ARTICLES OF ORGANIZATION**

**CARONI INVESTMENTS, LLC.**

**ARTICLE I - NAME**

The name of the Limited Liability Company is:

**CARONI INVESTMENTS, LLC.**

**ARTICLE II - ADDRESS**

The mailing address and the street address of the principal office of the Limited Liability Company is:

116 Butler Street  
Windermere, FL 34786

**ARTICLE III - DURATION**

The existence of the Limited Liability Company will commence upon the execution of the Articles of Organization. The period of duration for the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of all members, unless the business of the Limited Liability Company is continued by the successor in interest of the last remaining member.

**ARTICLE IV - PURPOSE**

The purpose of this Limited Liability Company is to take title to the real property and improvements thereon to be constructed on Lot 29 C, John's Lake Subdivision, in Lake County, Florida, and to accept an assignment of a certain Contract dated October 16, 2002 between Maronda Homes and Angelica Whipp for the purchase of such property after the contemplated improvements have been constructed by Maronda Homes.

In addition to, and not in limitation of, any and all powers expressly granted to this Limited Liability Company by law, this Limited Liability Company by law, this Limited Liability Company shall have the following rights and powers:

- (a) Retain Property. To retain such property as an investment.

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(b) Sell or Exchange. To sell such property at either public or private sale for cash or on credit; to exchange such property; and to grant options for the purchase thereof.

(c) Invest and Reinvest. To invest and reinvest in any property, including, but not by way of limitation, bonds, notes, debentures, mortgages, certificates of deposit, common and preferred stocks, shares or interests in investment trusts.

(d) Borrow. To borrow money and to pledge or mortgage or otherwise encumber any such property as security therefore.

(e) Use of Nominee. To cause any real estate or securities or other property held by the Limited Liability Company to be registered and held at its own risk in the name of a nominee.

(f) Insurance. To pay premiums on all policies of insurance held by the Limited Liability Company and to elect any options or settlements or exercise any rights under such policies.

(g) Manage Realty. To deal with realty in any manner lawful to an owner thereof, including, but not limited to, the right to manage, protect, and improve it, to raze, alter and repair improvements, to sell or contract to sell it in whole or in part, to partition it, to grant options to purchase it, to donate it, to convey it with or without consideration in whole or in part, to acquire, release, or grant easements or other rights relating to it, to lease it in whole or in part, and to renew, extend, contract for, and grant options in connection with leases. Leases, contracts to sell, mortgages and any contract entered into by the Limited Liability Company can be made on any terms and for any period.

(h) Deal With Property as Absolute Owner. To do all such acts, take all such proceedings and exercise all such rights and privileges, although not hereinbefore specifically mentioned, with relation to such property as if the absolute owner thereof.

## ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such person who is to serve as manager is:

Angelica Whipp  
116 Butler Street  
Windermere, Florida 34786

Any property owned by the Limited Liability Company may be dealt with by the Manager, and the signature of the Manager on any instrument of conveyance or encumbrance shall bind the Limited Liability Company, and all persons may presume that the manager has full authority on behalf of the Limited Liability Company to sell, convey, encumber, grant options to

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purchase, lease, transfer, exchange or otherwise dispose of any property of the Limited Liability Company. The Manager shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

**ARTICLE VI - REGISTERED AGENT, REGISTERED OFFICE  
AND RESIDENT AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Angelica Whipp  
116 Butler Street  
Windermere, Florida 34786

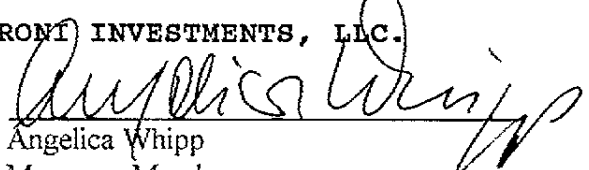
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Angelica Whipp, Registered Agent

(In accordance with Section 608.408(3) Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Date: January 02, 2003

**CARONI INVESTMENTS, LLC.**

By:   
Angelica Whipp  
Manager, Member

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