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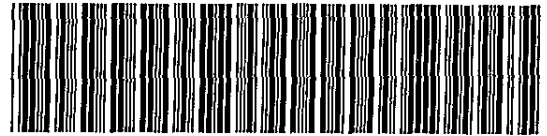
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STONE & GERKEN, P.A.

ATTORNEYS AT LAW

4850 N. Highway 19A  
Mt. Dora, Florida 32757  
(352) 357-0330  
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LEWIS W. STONE  
SCOTT A. GERKEN  
JASON E. MERRITT

MAILING ADDRESS:  
Post Office Drawer 2048  
Eustis, Florida 32727-2048

June 3, 2003

Via Priority Mail

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

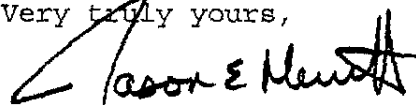
Re: Carroll Consulting Group, L.L.C.

Dear Sirs:

Enclosed please find the original and copy of the Articles of Organization for filing regarding the above-referenced limited liability company. Also enclosed is a check in the amount of \$155.00 for the filing fee and certified copy.

Please return the certified copy of the filed Articles to me at the above address.

Very truly yours,



Jason E. Merritt

JEM:dm  
Enclosures

xc: Nancy E. Carroll

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**ARTICLES OF ORGANIZATION**  
**OF**  
**CARROLL CONSULTING GROUP, L.L.C.**

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company is **Carroll Consulting Group, L.L.C.**

**ARTICLE II**  
**DURATION**

This limited liability company shall have a perpetual existence commencing on the date these Articles are filed with the Secretary of State for the State of Florida, unless sooner terminated as provided herein.

**ARTICLE III**  
**PURPOSE**

This limited liability company is created for the purpose of transacting all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act as agreed upon by the members.

**ARTICLE IV**  
**PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of this limited liability company shall be 12333 South Putney Court, Leesburg, Florida 34788, or such other place or places as the members from time to time may determine.

The mailing address of this limited liability company shall be 12333 South Putney Court, Leesburg, Florida 34788.

The initial Registered Agent of this limited liability company shall be **JASON E. MERRITT**, Stone & Gerken, P.A., 4850 N. Highway 19A, Mount Dora, Florida 32757.

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**ARTICLE V  
MANAGEMENT OF THE BUSINESS**

This limited liability company shall be a manager-managed company. The initial manager shall be **NANCY E. CARROLL** whose address is 12333 South Putney Court, Leesburg, Florida 34788. Such manager shall continue to manage this limited liability company until a qualified successor is duly elected by a majority of members.

**ARTICLE VI  
INITIAL MEMBERS**

The initial member of this limited liability company shall be **NANCY E. CARROLL**.

**ARTICLE VII  
ADDITIONAL MEMBERS**

The initial members of this limited liability company may admit additional members only according to the terms and conditions of unanimous vote of the members.

**ARTICLE VIII  
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in this Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to distributions to which the transferor otherwise would be entitled.

**ARTICLE IX  
PROPERTY**

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this limited liability company.

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**ARTICLE X  
AMENDMENTS**

These Articles, except for the vested rights of the members, may be amended from time to time by a two-thirds (2/3) majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Department of State. All members agree to abide by the majority decision and agree to sign the amendments for the purpose of filing with the Florida Department of State.

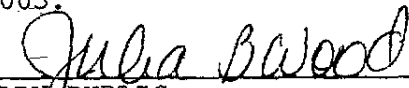
IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 29<sup>th</sup> day of May, 2003.

  
\_\_\_\_\_  
NANCY E. CARROLL

STATE OF NORTH CAROLINA  
COUNTY OF Mecklenburg

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **NANCY E. CARROLL**, who produced Social Security as identification or        is personally known to me, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of May, 2003.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Julia B Wood  
\_\_\_\_\_  
Notary Public Printed Name

My Commission Expires:  
04-18-2004

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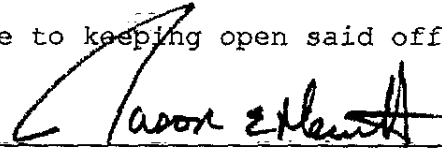
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that **Carroll Consulting Group, L.L.C.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at the City of Leesburg, County of Lake, State of Florida, has named **JASON E. MERRITT**, of Stone & Gerken, P.A., 4850 North Highway 19A, Mount Dora, Florida 32757, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.

  
\_\_\_\_\_  
**JASON E. MERRITT**, Registered Agent

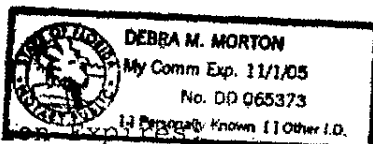
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DIVISION OF CORPORATIONS

STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **JASON E. MERRITT**, who produced is personally known to me, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30<sup>th</sup> day of May, 2003.



My Commission Expires

Debra M. Morton  
NOTARY PUBLIC

Debra M. Morton

Notary Public Printed Name