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STATE OF NEW YORK

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**TRENAM
KEMKER**

Attorneys At Law

PLEASE REPLY TO

TAMPA OFFICE
2700 BANK OF AMERICA PLAZA
101 EAST KENNEDY BOULEVARD
P.O. BOX 1102 (33601)
TAMPA, FLORIDA 33602-5150
TELEPHONE (813) 223-7474
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BANK OF AMERICA TOWER
200 CENTRAL AVENUE, SUITE 2100
ST. PETERSBURG, FLORIDA 33701
TELEPHONE (727) 898-7474
FAX (813) 229-6553
www.trenam.com

Tampa

August 2, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Carney Properties, LLC

To Whom It May Concern:

The enclosed Articles of Organization and fees are submitted for filing. Please return any correspondence concerning this matter to the following:

Nathan A. Carney
Carney Properties, LLC
603 Backwater Court
Valrico, FL 33594

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call Nathan A. Carney at (813) 655-8167.

Sincerely,


Nathan A. Carney

NAC/jwa
Enclosure

ARTICLES OF ORGANIZATION
OF
CARNEY PROPERTIES, LLC

The undersigned member hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

CARNEY PROPERTIES, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

603 Backwater Court
Valrico, Florida 33594

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 603 Backwater Court, Valrico, Florida 33594, and the initial registered agent of the Company at such office shall be Nathan A. Carney. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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DIVISION OF CORPORATIONS

ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Management of the Company

The management of the Company shall be vested in its sole member. Accordingly, the Company shall be a member-managed company

ARTICLE VI

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



Nathan A. Carney, Sole Member

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OFFICE OF SECRETARY OF STATE
DIVISION OF CORPORATIONS

CARNEY PROPERTIES, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 2nd day of August, 2004.



Nathan A. Carney, Sole Member

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SECRETARY OF STATE
DIVISION OF CORPORATIONS