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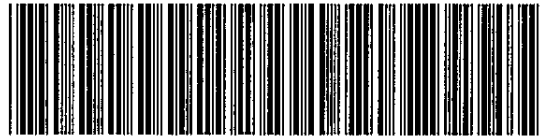
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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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*Carlton, LLC*

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- ☐ Art of Inc. File \_\_\_\_\_
- ☐ LTD Partnership File \_\_\_\_\_
- ☒ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☐ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
- ☐ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: *WL*

Name \_\_\_\_\_

Date *11/18*

Time *11:00*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

# ARTICLES OF ORGANIZATION OF CARLIMAC, LLC

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, codified in Chapter 608, Florida Statutes, as amended, hereby form a Florida limited liability company ("**Company**") pursuant to the Act and hereby set forth the following Articles of Organization (these "**Articles**").

## ARTICLE I

### Name

The name of this Company shall be: **CarliMac, LLC**.

## ARTICLE II

### Address of Business

The mailing address of the principal office of this Company shall be 27430 Johnston Road, Dade City, FL 33523, and such other place or places as may be designated by the managers from time to time. The street address of the principal office of this Company shall be 27430 Johnston Road, Dade City, FL 33523, and such other place or places as may be designated by the managers from time to time.

## ARTICLE III

### Management of Business

The management of this Company shall be vested entirely in its managers. The name and address of its managers, who shall serve until the first annual meeting of members or until his successor is duly elected and qualified, are as follows.

#### Name

#### Address

JAY MARSHALL

27430 Johnston Road  
Dade City, FL 33523

CRYSTAL MARSHALL

27430 Johnston Road  
Dade City, FL 33523

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The manager(s) shall be elected by the members of this Company at the Company's annual meeting each year by the vote of a majority-in-interest of members of this Company. For purposes of these Articles, "majority-in-interest of the members" means members owning more than fifty percent (50%) of the then-current percentage or other interest in the profits of the Company.

## **ARTICLE IV**

### **Commencement Date and Duration**

This Company shall commence on the date and time when the Articles are filed in the Department of State, in accordance with the provisions of Section 608.409(1), Florida Statutes, and shall continue perpetually or until dissolved in accordance with Section 608.441(1), Florida Statutes, to wit:

- (a) by written consent of all of its members; or
- (b) upon the occurrence of one or more events specified in the operating agreement; or
- (c) upon entry of an order of dissolution by a court of competent jurisdiction; or
- (d) at any time there are no members, unless, within 90 days after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company, as provided in §608.441(1)(d) of the Florida Statutes.

## **ARTICLE V**

### **Purposes**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including but not limited to the acquisition, disposition, purchase, lease, encumbrance, financing, and otherwise dealing with Real Property and all such other activities incidental or useful to the foregoing.

## **ARTICLE VI**

### **Powers**

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

## **ARTICLE VII**

### **Admission of Members**

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the vote of a majority-in-interest of members, unless otherwise stated in the Operating Agreement.

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## **ARTICLE VIII**

### **Voting By Members**

In each matter for which a vote of the members is required by the Act, consent of a majority-in-interest of members shall decide the issue, unless otherwise stated in these Articles of Organization or the Operating Agreement or the Act. However, the members' right to vote on a dissolution of the Company shall be governed by §608.441 of the Act, unless otherwise stated in these Articles of Organization or the Operating Agreement (i.e., unanimous written consent of members), and the members' right to vote on a merger of the Company shall be governed by §608.4381 of the Act, unless otherwise stated in these Articles of Organization or the Operating Agreement.

## **ARTICLE IX**

### **Right of Assignee to Become a Member**

An assignee of an interest in the Company may be admitted as a Member upon the consent of a majority-in-interest of the members of the Company, unless otherwise stated in the Operating Agreement.

## **ARTICLE X**

### **Withdrawal of Member**

A member shall have the right to withdraw and to demand either the return of any or all of the member's capital contribution or the value of the transferor's membership interest, as provided in the Operating Agreement.

## **ARTICLE XI**

### **Property**

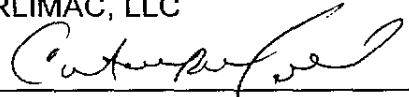
(a) **Ownership.** All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) **Title.** The title to all property of the Company shall be held in the name of this Company.

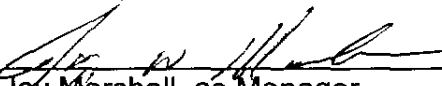
(c) **Conveyances.** The managers are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal

property whatsoever. Such execution shall be made by a majority of the managers if there are more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

CARLIMAC, LLC

By:   
Crystal Marshall, as Manager

CARLIMAC, LLC

By:   
Jay Marshall, as Manager

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

## **ARTICLE XII**

### **Amendments**

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by a majority-in-interest of the members. Such amendments shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411, Florida Statutes.

## **ARTICLE XIII**

### **Operating Agreement**

The managers are hereby authorized and directed to prepare an Operating Agreement for the governing of the internal affairs of the Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement may conflict with the provisions of these Articles, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement shall be set forth in the Operating Agreement, except that the initial form shall be approved by **all** of the members.

## **ARTICLE XIV**

### **Contracting Debts**

No debt shall be contracted or liability incurred by or on behalf of this Company except by its managers, and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

**IN WITNESS WHEREOF**, the parties hereto have executed these Articles of Organization this November 17, 2004. The execution of this document constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true.

  
JAY MARSHALL, Member 11-17-04

  
CRYSTAL MARSHALL, Member

## **CERTIFICATE OF DESIGNATION AND ACCEPTANCE REGISTERED AGENT**

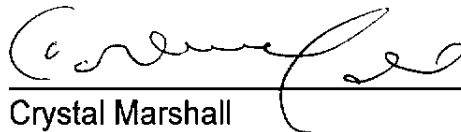
Pursuant to Sections 608.407 and 608.415 of the Florida Statutes, this Limited Liability Company submits the following statement in designating the Registered Office and Registered Agent in the State of Florida.

1. The name of the Limited Liability Company is CarliMac, LLC.
2. The name and address of the registered agent and office are:

Crystal Marshall  
27430 Johnston Road  
Dade City, FL 33523

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

Dated: November 17, 2004.

  
Crystal Marshall