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ROTHMAN & TOBIN

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LIMITED LIABILITY COMPANY
CARLYLE CONDOMINIUM SALES, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
FOR
CARLYLE CONDOMINIUM SALES, LLC**

ARTICLE I - NAME

The name of this Limited Liability Company is **CARLYLE CONDOMINIUM SALES, LLC.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 661 Celebration Avenue, Celebration, Florida 34747.

ARTICLE III - DURATION

This Limited Liability Company shall have perpetual existence commencing on the date these Articles of Organization are executed.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a Manager, and the name and address of such managers are:

Jeffrey Marchell
661 Celebration Avenue
Celebration, Florida 34747

Francis J. Issa
661 Celebration Avenue
Celebration, Florida 34747

Donald Hempel
661 Celebration Avenue
Celebration, Florida 34747

Richard L. Larsen
661 Celebration Avenue
Celebration, Florida 34747

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REGISTERED SECRETARY

ARTICLE V-ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be by a favorable vote by a majority of members.

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ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as agreed upon by the majority of the surviving members at that time.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **CARLYLE CONDOMINIUM SALES, LLC**
2. The name and the Florida street address of the registered agent are:

Michael Rothman
11900 Biscayne Boulevard, Suite 740
Miami, Florida 33181

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ALLAHBADER, FLORIDA

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.



Signature

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The Undersigned, a Member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

Dated December 16, 2004.


By: Richard L. Larsen, Managing Member

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