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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MICHAEL D. MOORE, ESQ.

9225 Gulfshore Drive N.
Naples, Florida 34109
(239) 597-3144

December 29, 2004

VIA U.S. MAIL

Registration Section
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Filing for Carolina Retail Group LLC

To Whom it May Concern:

The enclosed Articles of Organization are submitted for filing along with a check in the amount of \$155.00 for the filing fee, fee for the designation of registered agent and the fee for a certified copy of the Articles of Organization.

For further information please call me at (239) 597-3144. Please return all correspondence concerning this matter to me at the following address:

Michael D. Moore
9225 Gulfshore Drive, N.
Naples, Florida 34108

Thank you in advance for your cooperation.

Sincerely,



Michael D. Moore

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JAN 10 P 4:07

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ARTICLES OF ORGANIZATION
OF
CAROLINA RETAIL GROUP, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Carolina Retail Group, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the initial principal office of the Company shall be 9225 Gulfshore Drive N., Naples, Florida 34108.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization or in the Company's operating agreement.

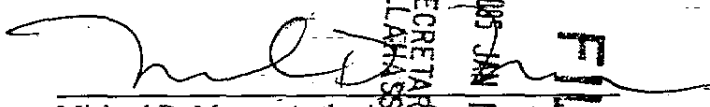
ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is: Michael D. Moore, 9225 Gulfshore Drive N., Naples, Florida 34108.

ARTICLE V - MANAGEMENT

The name and address of the initial Managing Member of the Company is:

Michael D. Moore
9225 Gulfshore Drive N.
Naples, Florida 34108


Michael D. Moore, Authorized Representative
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2005 JAN 19 P 4: 07
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Carolina Retail Group, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company as the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: December 30, 2004



Michael D. Moore

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TALLAHASSEE, FLORIDA