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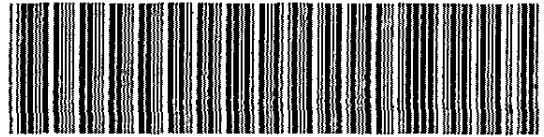
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

105-6695  
R

Thomas E. Evans, Jr., CPA, PA

Certified Public Accountant

1816 Lynncrest Road  
Lakeland, FL 33803

Tel. (863) 682-6583  
Fax (863) 687-0874

January 5, 2005

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

Subject: CASTLE CARPETS OF LAKE LAND, LLC

The enclosed Articles of Organization and fees of \$125.00 are submitted for filing.

Please return all correspondence concerning this matter to the following.

Thomas E. Evans, Jr. CPA  
1816 Lynncrest Road  
Lakeland, FL 33803

For further information concerning this matter, please call

Thomas E. Evans, Jr. at (863) 682-6583.

Sincerely,



Thomas E. Evans, Jr

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
FOR  
CASTLE CARPETS OF LAKE LAND, LLC.

A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to chapter 608, Florida Statutes, the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company.

ARTICLE I

Name

The name of this Company shall be CASTLE CARPETS OF LAKE LAND, LLC.

ARTICLE II

Duration

The term of existence of the Company shall be perpetual.

ARTICLE III

Mailing Address

The mailing address is 939 E Parker Street, Lakeland, FL 33801 . The street address is 939 E Parker Street, Lakeland, FL 33801.

ARTICLE IV

Registered Agent and Office

The name and street address of the initial registered agent and office for this company is as follows: David A. Sherman., 939 E Parker Street, Lakeland, FL 33801.

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TALLAHASSEE, FLORIDA

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ARTICLE V  
Members of Limited Liability Company

The Original Member of the CASTLE CARPETS OF LAKE LAND, LLC is David A. Sherman..

ARTICLE VI  
Admission of Additional Members:  
Terms and Conditions of such Admissions

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon written application of such new Member, in the manner set forth in the Regulations and Operating Agreement of this Company.

ARTICLE VII  
Right to Continue Business

If, but for the exercise of the right to continue the Company's business, as specified below, the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any event which terminates the continued membership of a Member in the Company shall cause the dissolution of the Company, then the business of the Company shall continue (without dissolution) if elected, in writing, within ninety (90) days of such event by a majority-in-interest of the remaining members.

ARTICLE VIII  
Management of Company

The Company is to be managed by the Members. .

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TALLAHASSEE, FLORIDA

ARTICLES IX  
Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with chapter 608, Florida Statutes, and shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE X  
Regulations of Company

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members, by any amendments of the Articles of Organization. Regulations adopted by the Members may be repealed or altered, new Regulations may be adopted by the Members..

ARTICLE XII  
Contracting Debt


No Debt shall be contracted, nor liability incurred by or on behalf of this Company except by the Members.

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ARTICLE XIII  
Transferability of Member's Interest

An Interest of a Member in this Company may be transferred or assigned only to such extent and in the manner provided in the regulations and Operating Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 5th day of January 2005..

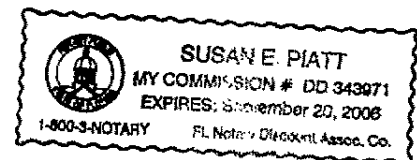
  
\_\_\_\_\_  
David A. Sherman  
Member

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me the 5th day of January, 2005 by David A. Sherman the sole member of the CASTLE CARPETS OF LAKE LAND, LLC. who is personally known to me or have produced DRIVERS LICENSE as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC

SUSAN E. PIATT  
Print Name of Notary  
My Commission Expires 9/20/08



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above-stated limited liability Company, I, David A. Sherman, 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 obligation of my position as Registered Agent

David A. Sherman  
David A Sherman.. Registered Agent

STATE OF FLORIDA  
COUNTY OF POLK

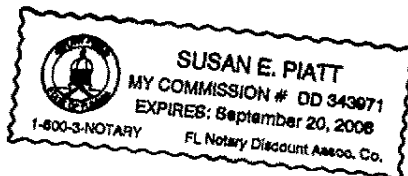
The foregoing instrument was acknowledged before me this 5th day of 2005, by David A Sherman., who is personally known to me or produced DRIVERS LICENSE as identification.

Susan E. Piatt  
NOTARY PUBLIC

SUSAN E. PIATT  
Print Name of Notary

My Commission Expires

9/20/08



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