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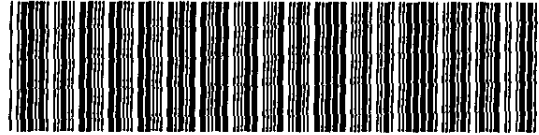
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Carmel Realty, LLC

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Signature _____

Requested by: _____

Name _____

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Time _____

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Articles Of Organization

**of
Carmel Realty, LLC**

The undersigned 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.

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Article I

Name

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

Carmel Realty, LLC

Article II

Principal Office and Mailing Address

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

3740 Curtis Boulevard, Port St. John, Florida 32927

Article III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 3740 Curtis Boulevard, Port St. John, Florida 32927 and the initial registered agent of the Company at such office shall be Melvyn R. Yusem. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article IV

Management

The Limited Liability Company is to be a member-managed company.

Article V

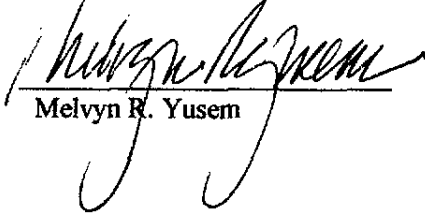
Amendment of the Articles of Organization

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, We the undersigned, pursuant to Section 608.407, Florida Statutes, have executed these Articles for the uses and purposes herein stated.

Member: **Melvyn R. Yusem**

By:


Melvyn R. Yusem

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 8th day of February, 2005.

Melvyn R. Yusem

By: 

Melvyn R. Yusem