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**MARK E. CLEMENTS, P.A.**  
ATTORNEYS AT LAW

**MARK E. CLEMENTS**

 Certified as an Elder Law Attorney by the  
National Elder Law Foundation  
WILLS - ESTATES - ESTATE PLANNING  
ELDER LAW - MEDICAID - NURSING HOME  
GUARDIANSHIPS - MEDIATION  
CORPORATE AND BUSINESS LAW

310 East Main Street  
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**ELAINE KELLEHER**  
TRIAL PRACTICE - GENERAL

**TIMOTHY L. FLANAGAN**  
OF COUNSEL

March 11, 2005

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 632  
Tallahassee, Florida 32314

Re: L.L.C. Filings (Articles of Organization)

Dear Sir or Madam:

Enclosed please find eight original Articles of Organization, eight Designations of Registered Agent, and a check in the amount of \$1000.00 representing filing fees for the same. A check is also enclosed for \$240.00 representing the fees for eight certified copies. Please return the certified copies in the enclosed envelope. Should you have any questions please contact me at (863) 687-2287 ext. 25. Thank you.

Sincerely,



Elaine Kelleher  
MARK E. CLEMENTS, P.A.

Enclosures

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ARTICLES OF ORGANIZATION  
OF  
NORTH CAROLINA FARM, L.L.C.

Pursuant to the provisions Chapter 608 of the Florida Statutes ("the Florida Limited Liability Company Act"), the undersigned organizers, Barbara A. Sanders and Richard Neal Cline, Jr., hereby adopt the following Articles of Organization.

ARTICLE I

NAME: The name of the limited liability company shall be: North Carolina Farm, L.L.C.

ARTICLE II

TERM: The existence of the limited liability company will be perpetual.

ARTICLE III

ADDRESS: The mailing address and street address of the principal office of the company is:

Mailing Address:

1010 Jordan Road  
Lakeland, Florida 33811

Street Address:

1010 Jordan Road  
Lakeland, Florida 33811

ARTICLE IV

REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of the limited liability company are:

Barbara A. Sanders  
1010 Jordan Road  
Lakeland, Florida 33811

ARTICLE V

MANAGEMENT: The limited liability company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. Management authority shall be vested solely in its members, each member having equal management authority. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Name:

Barbara Sanders

Richard Neal Cline, Jr.

Address:

1010 Jordan Road  
Lakeland, Florida 33811

Post Office Box 5052  
Lakeland, Florida 33807

ARTICLE VI

PURPOSE: The purposes for which the NORTH CAROLINA FARM, L.L.C., is formed are:

- (A) to purchase, develop, sell, manage, invest in, and otherwise deal in real property, within and outside the State of Florida, subject to such laws and regulations governing the licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Section 608 of the Statutes of the State of Florida.

ARTICLE VII

ADMINISTRATION OF NEW MEMBERS: No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII

ORGANIZER: The name and address of the organizers are:

Barbara A. Sanders  
1010 Jordan Road  
Lakeland, Florida 33811

Richard Neal Cline, Jr.  
Post Office Box 5052  
Lakeland, Florida 33807

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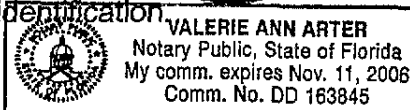
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Lakeland, Florida, on this 24 day of February, 2005.

Barbara A. Sanders  
Barbara A. Sanders

Richard Neal Cline, Jr.  
Richard Neal Cline, Jr.

STATE OF FLORIDA  
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 24 day of Feb., 2005,  
by Barbara A. Sanders, who is personally known to me or who produced \_\_\_\_\_  
as identification.



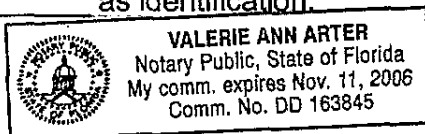
Valerie Ann Arter

My commission expires: 11-11-06

Notary Public -- State of Florida

STATE OF FLORIDA  
COUNTY OF POLK

Sworn to (or affirmed) and subscribed before me this 24 day of Feb., 2005, by Richard Neal Cline, Jr., who is personally known to me or who produced \_\_\_\_\_  
as identification.



My commission expires: 11-11-06

Valerie Ann Arter

Notary Public -- State of Florida

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**


Under the provisions of F.S. 608.415, NORTH CAROLINA FARM, L.L.C., 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 NORTH CAROLINA FARM, L.L.C.

2. The name and street address of the registered agent in Florida are:

Barbara A. Sanders  
1010 Jordan Road  
Lakeland, Florida 33811

The undersigned, being the person named in the articles of organization of NORTH CAROLINA FARM, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at 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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Barbara A. Sanders,  
Registered Agent

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