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Just

PAXTON & WILLIAMS

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FORT PIERCE, FLORIDA 34950

NORMAN L. PAXTON, JR.
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August 25, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

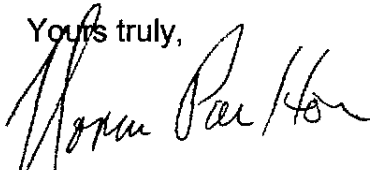
Re: Carvelli Holdings, LLC

Dear Sir or Madam,

Enclosed please find the Articles of Organization for the Carvelli Holdings, LLC for filing and our check in the amount of \$155.00 for the filing fee, designation of Registered Agent, and certified copy.

Please return the certified copy of the Articles of Organization to this office.

Yours truly,



Norman L. Paxton, Jr.

NLP/lmh
Enclosures

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CARVELLI HOLDINGS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act, (The "Act") do hereby adopt the following Articles of Organization for such company:



1. Name. The name of this company shall be Carvelli Holdings, LLC. (hereinafter referred to as the "Company").
2. Period of Duration. Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.
3. Purpose. The purpose for which the Company is organized is to engage in any other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. Address of Place of Business. The mailing address for the Company is PO Box 880124, Port St. Lucie, FL 34988 and street address of the place of business for the Company is 183 NW Willow Grove Avenue, Port St. Lucie, FL 34986. These addresses may be changed from time to time as provided in the Operating Agreement.
5. Registered Agent. The initial registered agent in Florida for the Company is John J. Carvelli and the initial registered office is located at 183 NW Willow Grove Avenue, Port St. Lucie, FL 34986.
6. Capital Contributions. Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.
7. Members. The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.
8. Continuity of Business. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

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9. Management. The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. Any and all action by the Company shall require the vote of members holding a majority interest in the Company.

10. Indemnification. Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

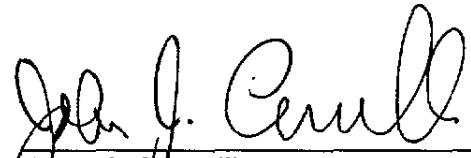
IN WITNESS WHEREOF, the undersigned Members(s) have hereunto set their hands and seals this 22 day of August, 2005.


John J. Carvelli, Member

Karol Carvelli, Member

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Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


John J. Carvelli
Registered Agent