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(Address)

(Address)

(City/State/Zip/Phone #)

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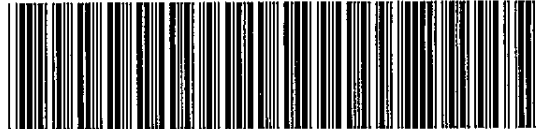
(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

FF \$125

MEMORANDUM

The information contained in this memorandum is attorney-client privileged and confidential information intended only for the use of the individual or entity named below. If the reader or recipient of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication or any use, or dissemination by any means of the information herein contained is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the address below by U.S. mail. Thank you.

Date: December 5, 2005
To: Secretary of State
Company:
From: David R. Berley
Re: 3116 Carter Group, LLC
File no. 7655

Enclosed please find an original and one copy of the articles of organization together with a check for \$125.00. Please file this corporation as of December 1, 2005 if possible.

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Law Offices of David R. Berley, P.A.

848 Brickell Avenue
Miami, FL 33131

(305) 373-8000
Fax (305) 373-9428 (letter) / (305) 358-4916 (legal)
www.berleylaw.com
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1415 Panther Lane
Naples, FL 33109

(239) 594-9799
Fax (239) 594-2868
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

3116 Carter Group LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited Liability Company is:

9000 SW 87th Court
Suite 108
Miami, FL 33176

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management

The Limited Liability Company is to be managed by one manager and the name and address of such manager is:

Carter Group of Miami- II, LLC

9000 SW 87th Court
Suite 108
Miami, FL 33176

The Manager may not be removed by the Members for three (3) years following the incorporation of the Company.

ARTICLE V - Admission of Additional Members:

The right to admit additional members is limited, the same to only occur upon consent of Manager.

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ARTICLE VI - Members Rights to Continue Business

The right of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be solely upon the affirmative vote of all of the remaining members.

Carter Group of Miami-II, LLC

By: 

Manager

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507 FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: 3116 Carter Group, LLC
2. The name and the Florida street address of the registered agent are:

Berlit Corporate Services, Inc.
848 Brickell Ave.
Suite 200
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

Berlit Corporate Services, Inc.

By:


David R. Berley, president