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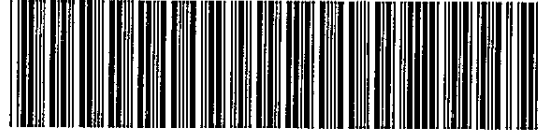
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Charles C. (Squire) Smith III
Squire Smith, P.A.

P.O.Box 811 • Winter Haven, Florida 33882-0811
sqyor@msn.com
Tel: 863.294.8373 • Cell: 863.559.0307 • Fax: 863.293.4955

November 2, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Carrollwood Holdings, LLC

Dear Sir/Madam:

Enclosed please find the following items in connection with the above-referenced matter:

1. Two duplicate originals of the Articles of Organization of the above-referenced limited liability company; and
2. A check in the amount of \$125.00 payable to the Florida Department of State for the applicable filing fee.

Please arrange to have the enclosed Articles of Organization filed in your records, and return a "stamped" copy of the Articles of Organization and all other correspondence concerning this matter to the following: P.O. Box 811 Winter Haven, FL 33882-0811

For further information regarding this matter, please contact Charles C. Smith III

Thank you for your attention to this matter.

Sincerely,



Charles C. Smith III

cc: Joseph L. Simonds

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2005

CHARLES C. (SQUIRE) SMITH III
PO BOX 811
WINTER HAVEN, FL 33882-0811

SUBJECT: CARROLLWOOD HOLDINGS, LLC
Ref. Number: W05000055577

We have received your document for CARROLLWOOD HOLDINGS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 505A00072537

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Carrollwood Holdings, LLC

ARTICLE II - Address:

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

Principal Office Address:

1327 Lake Mirror Terrace NW
Winter Haven, FL 33881

Mailing Address:

PO Box 811
Winter Haven, FL 33882-0811

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

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

Charles C. Smith III
1327 Lake Mirror Terrace
Winter Haven, FL 33881

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 as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

ARTICLE IV - Management:

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

ARTICLE V - Manager(s):

The name and address of each Manager is as follows:

Title:

Name and Address:

Manager

Charles C. Smith III
P.O. Box 811
Winter Haven, FL 33882-0811

Manager

Joseph L. Simonds
306 Lakebridge Crossing
Canton, GA 30114

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Charles C. Smith III

Typed or printed name of signee

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TALLAHASSEE, FLORIDA