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No. 4378 P. 1
Page 1 of 1

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CARROLL INVESTMENTS V, LLC

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Corporate Filing Menu

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H06000082595 3

ARTICLES OF ORGANIZATION

OF

CARROLL INVESTMENTS V, LLC

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, does hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be Carroll Investments V, LLC.

ARTICLE 2.0

The period of its duration may not exceed 40 years from the date of filing with the Department of State.

ARTICLE 3.0

The purpose for which the Limited Liability Company is organized shall be to own and manage real property and the engagement of any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal place of business and mailing address of the Limited Liability Company shall be 2394 Sandy Run Drive North, Middleburg, FL 32068.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members of the Limited Liability Company.

ARTICLE 6.0

Upon the affirmative majority vote thereof, the remaining Members of the Limited Liability Company may 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.

H06000082595 3

ARTICLE 7.0

The Limited Liability Company shall be managed by its Member or Members and the names and addresses of the initial managing Members are as follows:

Reba H. Carroll

2394 Sandy Run Drive North
Middleburg, FL 32068

Steven G. Carroll

2394 Sandy Run Drive North
Middleburg, FL 32068

ARTICLE 8.0

Unless expressly prohibited by Florida law, the Limited Liability Company shall indemnify and hold harmless any Member or Manager from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Limited Liability Company or assets owned by the Limited Liability Company.

ARTICLE 9.0

A Member may withdraw its interest in the Limited Liability Company and receive a distribution of its interest in the company only upon the affirmative unanimous vote of the Members of the Limited Liability Company, with each member voting in accordance with the percentage of Limited Liability Company interest owned by the Member and the affirmative unanimous vote of the Managers of the Limited Liability Company, each Manager possessing one (1) vote. Furthermore, a Member's interest in the Limited Liability Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended, unless the termination is approved by the affirmative unanimous vote of the Members and the Managers of the Limited Liability Company, as provided in this Article.

EXECUTION

Under penalties of perjury, the undersigned, Steven G. Carroll, constituting one of the Members of the Limited Liability Company, having been duly authorized, declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

DATED this 8th day of March, 2006.


Steven G. Carroll, Member

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2006 MAR 28 A 10
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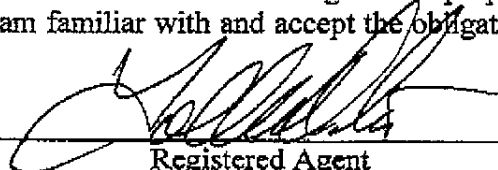
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Carroll Investments V, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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.



Registered Agent

Dated: March 8, 2006

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