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(Requestor's Name)

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PICK-UP

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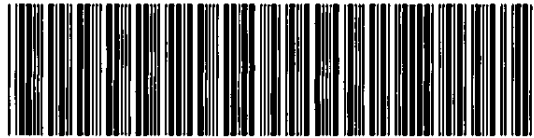
(Business Entity Name)

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2006 JUN 19 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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06 JUN 19 PM 12:33

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Clayton Condo LLC

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

✓ ____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF ORGANIZATION

OF

CLAYTON CONDO, LLC

The undersigned for the purpose of forming a limited liability company under the Florida Limited Liability Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

FILED
2006 JUN 19 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be **CLAYTON CONDO, LLC**.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company in Florida shall be 1000 W. Beacon Road, Lakeland, Florida 33803, and its mailing address is the same.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the ownership and management of real estate investments and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida in connection therewith. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Bob W. Stanley at 1000 W. Beacon Rd., Lakeland, Florida 33803.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

No additional contributions of cash or property are required to be made to the Company, except as the members may otherwise unanimously agree upon as provided in the Regulations of the Company to be hereafter adopted by the Members of the Company (the "Regulations").

ARTICLE VI - ADDITIONAL MEMBERS

(i) The Members may admit to the Company additional Member(s) to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members, (ii) admission of any such Additional Member(s) requires the written consent of all Members, and (iii) any Additional Members are allocated gain, loss, income or expense by the method provided in these Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Code.

ARTICLE VII - CONTINUATION OF BUSINESS

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by its members. The initial member and thus the managing member shall be Bob W. Stanley, whose address is 1000 W. Beacon Road, Lakeland, Florida 33803. The Regulations shall require the vote of the Members then having a majority interest in the Company for all decisions of the Company. The signature of a Managing Member of the Company signing on behalf of the Company or the signature of a person designated as an officer of the

Company under the Regulations may be relied on as sufficient evidence of the action of the Company and that such action has been authorized by the unanimous consent of the Members.

ARTICLE IX - OPERATING AGREEMENT

The Members of the Company shall hereafter adopt the Operating Agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of organization this 16th day of June, 2006.


 (SEAL)
BOB W. STANLEY, As its Member

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Bob W. Stanley, who is personally known to me.

WITNESS my hand and official seal this 16th day of June, 2006, at Lakeland, Florida.

(NOTARIAL SEAL)


Notary Public
State of Florida at Large
My Commission Expires:



Lois A Conyers
My Commission DD366215
Expires January 12, 2009

ACCEPTANCE

Having been named to accept service of process for CLAYTON CONDO, LLC, at the place designated as sated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 608, Florida Limited Liability Company Act.

DATED this 16th day of June, 2006.


BOB W. STANLEY