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FLORIDA/FOREIGN LIMITED LIABILITY CO.

JOEY CARNES, LLC

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ARTICLES OF ORGANIZATION
OF
JOEY CARNES, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, as amended, does hereby adopt the following Articles of Organization for such company:

ARTICLE I. NAME

The name of this company shall be JOEY CARNES, LLC; and shall be referred to herein as "the Company" or "this Company."

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address for the Company is 293 Magneta Loop, Auburndale, FL 33823; the street address for the Company is 293 Magneta Loop, Auburndale, FL 33823.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this Company is as follows:

Joseph L. Carnes
293 Magneta Loop
Auburndale, FL 33823

Prepared By:
Joseph L. Najmy, Esq. (FBN: 0847283)
Porges, Hamlin, et al.
6320 Venture Drive Suite 104
Bradenton, FL 34202
(941)907-3216

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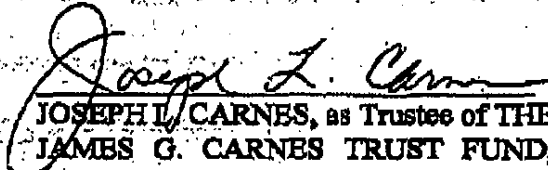
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ARTICLE IV. MANAGEMENT OF COMPANY

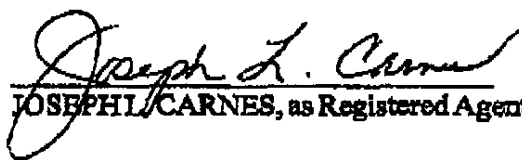
This Company shall be a single member Company and shall be managed by its sole member.

IN WITNESS WHEREOF, the undersigned, as the sole member of the Company named above, has signed these Articles of Organization on this 24th day of August, 2007.


JOSEPH L. CARNES, as Trustee of THE
JAMES G. CARNES TRUST FUND,
created under THE CARNES FAMILY
TRUST, u/a/d 8/9/2007.

ACCEPTANCE BY REGISTERED AGENT

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.


JOSEPH L. CARNES, as Registered Agent

Prepared By:
Joseph L. Najmy, Esq. (FBN: 0847283)
Porges, Hamlin, et al.
6320 Venture Drive Suite 104
Bradenton, FL 34202
(941)907-3216

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