

From: PURCELL, FLANAGAN, & HAY, P.A.

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Division of Corporations

Page 1 of 1

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Effective Date 03/05/08

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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

RED ELEPHANT - CARROLLWOOD, LLC

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EXAMINER

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Effective Date 03/05/08

ARTICLES OF ORGANIZATION

OF

RED ELEPHANT - CARROLLWOOD, LLC

The undersigned, for the purpose of forming a limited liability company for profit under the laws of Florida, adopts the following Articles of Organization:

Article I

Name

The name of this limited liability company shall be: RED ELEPHANT - CARROLLWOOD, LLC

Article II

Principal Office and Mailing Address

The principal office and mailing address of this limited liability company shall be:

16203 Sentry Woods Court
Odessa, Florida 33556

Article III

Initial Registered Agent and Address

The name and street address of the initial registered agent of this limited liability company are:

Carl Sahlsen
16203 Sentry Woods Court
Odessa, Florida 33556

Article IV

Effective Date; Duration

4.1. Effective Date. The existence of this limited liability company shall commence on the date these Articles are executed.

4.2. Duration. This limited liability company shall terminate on the date set forth in its Operating Agreement.

Jonathan L. Hay, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Telephone: (904)355-0355
Fla. Bar No.: 456586

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Article V
Purposes

This limited liability company is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VI
Management

The limited liability company is to be managed by the manager in accordance with the Operating Agreement of the limited liability company.

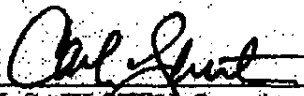
Article VII
Operating Agreement

The initial Operating Agreement of this limited liability company shall be adopted by the members. The Operating Agreement shall be adopted, altered, amended or repealed from time to time as provided in the Operating Agreement.

Article VIII
Amendment

The members, by vote of members holding a majority of the interests in the limited liability company, shall have the right to amend or repeal any provision contained in these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization the 5th day of MARCH, 2008.



CARL SAHLSTEN, Organizer

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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.

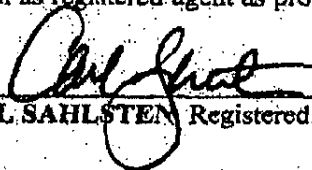
1. The name of the limited liability company is:

RED ELEPHANT - CARROLLWOOD, LLC

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

Carl Sahlsten
16203 Sentry Woods Court
Odessa, Florida 33556

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.


CARL SAHLSTEN Registered Agent

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