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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

carolina ventures, llc

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

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I -- NAME

The name of the Limited Liability Company is:

CAROLINA VENTURES, LLC

ARTICLE II -- ADDRESS

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

1460 56th Square West
Vero Beach, FL 32966

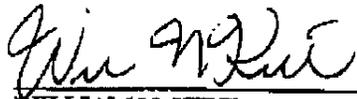
**ARTICLE III -- REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the initial Registered Agent are:

William N. Kirk, Esquire
979 Beachland Boulevard
Vero Beach, FL 32963

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Having been named as initial Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Article of these Articles of Organization, I hereby accept the designation 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 of the Florida Statutes.



WILLIAM N. KIRK
Registered Agent

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ARTICLE IV - MANAGEMENT

The Limited Liability Company shall be managed by one or more Managers and is, therefore, a manager-managed company. The Manager(s) shall be elected in the manner prescribed in the Operating Agreement for this Limited Liability Company. No member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a member.

The initial Manager of the Limited Liability Company shall be ALAN R. SCHOMMER, and shall serve as such until such Manager resigns, is removed, or can no longer serve for any reason as provided in the Operating Agreement for this Limited Liability Company.

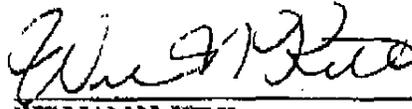
ARTICLE V - GOVERNED BY OPERATING AGREEMENT

The Company shall be governed by and operated pursuant to the terms and conditions of a written Operating Agreement, as the same may be amended or modified, in writing, from time to time.

ARTICLE VI - EFFECTIVE DATE

These Articles of Organization shall be effective upon the date of filing.

IN WITNESS WHEREOF, the undersigned, an authorized representative of a member of the Limited Liability Company, has affixed his signature this 26th day of August, 2008.



WILLIAM N. KIRK

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