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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CAROLINA EQUITY PARTNERS, LLC

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**ARTICLES OF ORGANIZATION
OF
CAROLINA EQUITY PARTNERS, LLC**

1. **NAME.** The name of this Limited Liability Company (the "Company") is CAROLINA EQUITY PARTNERS, LLC.

2. **PURPOSE.** The purpose for which the Company is organized is:

The transaction of any and all lawful business for which a limited liability company may be organized under the laws of the State of Florida.

3. **DURATION.** The Company shall terminate on December 31, 2048, unless dissolved sooner in accordance with these Articles of Organization, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Organization.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of the Company is 3524 51st Avenue Drive West, Bradenton, Florida 34210, and the name of the initial registered agent of the Company at that address is Randy Huberty. The principal business address of the Company is 3524 51st Avenue Drive West, Bradenton, Florida 34210.

5. **MANAGERS.** The Company shall be managed by two managers initially. The number of managers may be increased or diminished from time to time, by the members, but shall never be less than one. The managers shall be elected annually in accordance with regulations adopted by the members for the management of the Company.

6. **INITIAL MANAGERS.** The name and street address of each initial manager who shall hold office until the first annual members' meeting or until a successor has been elected and qualified are:

<u>Name</u>	<u>Address</u>
Randy Huberty	5531 Simonton Street, Bradenton, FL 34203
Mona Refay	5531 Simonton Street, Bradenton, FL 34203

7. **ADMISSION OF NEW MEMBERS.** No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as determined by all the members. A member may transfer his or her interest in the Company as set forth in the operating

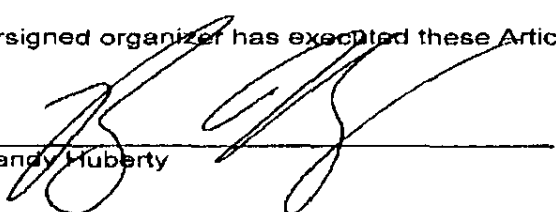
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agreement of the Company, but the transferee shall have no right to participate in the management of the business affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

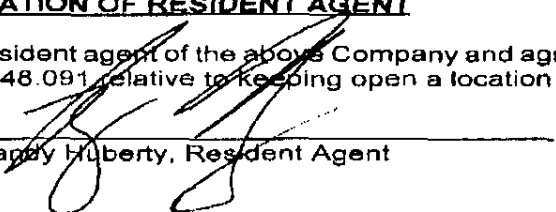
8. **TERMINATION OF EXISTENCE.** The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided that there are at least two remaining members.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on November 12, 2008.


Randy Huberty

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above Company and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.


Randy Huberty, Resident Agent

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