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FLORIDA FOREIGN LIMITED LIABILITY CO.

AUG - 3 2009

Carleton Consulting, LLC

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**ARTICLES OF ORGANIZATION
OF
CARLETON CONSULTING, LLC**

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

ARTICLE I -- NAME

The name of the Limited Liability Company shall be CARLETON CONSULTING, LLC ("Company").

ARTICLE II -- ADDRESS

The principal and mailing address of the Company: 9525 Blind Pass Road, #1, St. Pete Beach, Florida 33706.

ARTICLE III -- DURATION

The Company shall commence its existence on the 31st day of July 2009. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is: Steven P. Riley, Esquire 4805 W. Laurel St. Suite 230 Tampa, Florida 33607.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional Members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the Members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 majority vote of all the remaining Members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by the Members in accordance with the regulations adopted by the Members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and addresses of the Members of the Company are as follows:

- 1. JEAN C. HUTCHINSON (Member Manager); 9525 Blind Pass Road PH# St. Pete Beach, Florida 33706
- 2. CAROL SHEEHAN (Member Manager); 9525 Blind Pass Road PH# St. Pete Beach, Florida 33706

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization in Tampa, Florida, on this 30 day of July 2009.

Jean C. Hutchinson
JEAN C. HUTCHINSON, Member Manager

Carol Sheehan
CAROL SHEEHAN, Member Manager

STATE OF ~~FLORIDA~~ *ny*
COUNTY OF ~~HILLSBOROUGH~~ *monmouth*

BEFORE ME the undersigned authority, personally appeared JEAN C. HUTCHINSON and CAROL SHEEHAN, known to me to be the person described in, and whose name is subscribed to the foregoing document, who stated to me on oath that he executed the same for the purposes and consideration therein expressed.

Cecilia S. Brister

CECILIA S. BRISTER
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCT. 15, 2010

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SUBSCRIBED AND SWORN TO BEFORE ME this 30 day of July 2009.

(Seal)

Cecilia G. Urister
 Notary Public-State of Florida
 Printed Name: _____
 Commission #: _____
 My Commission Expires: _____

CECILIA G. URISTER
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES OCT. 15, 2010

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, STEVEN P. RILEY, ESQUIRE, hereby accept designation as Registered Agent this 30th day of July 2009.

Steven P. Riley
 STEVEN P. RILEY, ESQUIRE

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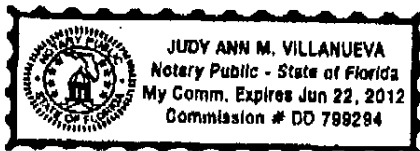
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME the undersigned authority, personally appeared STEVEN P. RILEY, ESQUIRE, known to me to be the person described in, and whose name is subscribed to the foregoing document, who stated to me on oath that he executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this 30th day of July 2009.

(Seal)



Judy Ann M. Villanueva
 Notary Public-State of Florida
 Printed Name: Judy Ann M. Villanueva
 Commission #: DD 799294
 My Commission Expires: June 22, 2012

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