L99000000823

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 133575 85036A

AUTHORIZATION : Patricia Pigott

COST LIMIT : $ 337.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 12 PM 1:40

ORDER DATE : February 12, 1999

ORDER TIME : 11:16 AM

ORDER NO. : 133575-005

CUSTOMER NO: 85036A 100002773841--7

CUSTOMER: Robert A. Forlizzo, Esq
FORLIZZO & NEAL
FORLIZZO & NEAL
Suite 300
13577 Feather Sound Drive
Clearwater, FL 33762

DOMESTIC FILING

NAME: CARILLON OF LAKELAND, L.C.

L99-823

Name Availability 2-12
Document Examiner
Updater
Updater Verifyer
Acknowledgment
W. P. Verifyer

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

DIVISION OF CORPORATION
99 FEB 12 PM 12:07

ARTICLES OF ORGANIZATION
OF
CARILLON OF LAKELAND, L.C.

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The undersigned Member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

ARTICLE I.
NAME OF COMPANY

The name of the limited liability company is CARILLON OF LAKELAND, L.C. (the "Company").

ARTICLE II.
MAILING ADDRESS OF COMPANY

The mailing address of the Company shall be 9190 Oakhurst Road, Suite 2A, Seminole, Florida 33776.

ARTICLE III.
PERIOD OF DURATION

The Company's period of duration shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and be perpetual thereafter.

ARTICLE IV.
REGISTERED OFFICE AND AGENT

The address of the Company's principal office is as follows: 9190 Oakhurst Road, Suite 2A, Seminole, Florida 33776. The name and address of the Company's initial registered agent in the State of Florida is as follows: Robert A. Forlizzo, 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 33762.

ARTICLE V.
NO ADDITIONAL MEMBERS

Additional persons may not be admitted to the Company as Members.

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ARTICLE VI.
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the occurrence of the following: The death, retirement, resignation, expulsion, dissolution or bankruptcy of a Member, or any other event which terminates the membership of a Member in the Company, unless within ninety (90) days after such event Members owning a majority in interest of the Company agree in writing to continue the business of the Company.

ARTICLE VII.
MANAGEMENT

The Company will be managed by two (2) Managers in accordance with the Company's Operating Agreement and Regulations. The names and business addresses of the initial Managers, who shall serve until the first annual meeting of Members or until their successors are elected and qualified are:

NAME	ADDRESS
ROBERT A. CICCO	9190 Oakhurst Road, Suite 2A Seminole, Florida 33776
JAMES R. SPICER	16104 Gulf Boulevard Redington Beach, Florida 33708

ARTICLE VIII.
PURPOSE

The Company is organized for any lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, the following Member has executed these Articles of Organization on this 11th day of February, 1999.

ROBERT A. CICCO, Member

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DIVISION OF CORPORATIONS
99 FEB 12 PM 1:40

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11th day of February, 1999, by ROBERT A. CICCO, Member. He is personally known to me.

Jill R. Bixby

Notary Public
State of Florida
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JILL R. BIXBY
COMMISSION # CC694112
EXPIRES 12/22/2000
BONDED THRU ASA 1-888-NOTARY1

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of CARILLON OF LAKELAND, L.C., a Florida limited liability company, deposes and says:

1. The above-named limited liability company has three (3) members.

2. The total amount of cash contributed by the Members is: Fifty Thousand and no/100 Dollars ($50,000.00).

3. If any, the agreed value of property, other than cash, contributed by Members is: -0-.

4. The total amount of cash or property anticipated to be contributed by Member(s) is: Fifty Thousand and no/100 Dollars ($50,000.00).

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ROBERT A. CICCO, Member

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DIVISION OF CORPORATIONS
99 FEB 12 PM 1:40

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11th day of February, 1999, by ROBERT A. CICCO, Member. He is personally known to me.

Jill R. Bixby

Notary Public
State of Florida
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JILL R. BIXBY
COMMISSION # CC694112
EXPIRES 12/22/2000
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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

   CARILLON OF LAKELAND, L.C.

2. The name and address of the Registered Agent and Office is:

   ROBERT A. FORLIZZO
   13577 Feather Sound Drive, Suite 300
   Clearwater, FL 33762

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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.

ROBERT A. FORLIZZO

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