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AUTHORIZATION : *Patricia Pigato*

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ORDER DATE : February 12, 1999

ORDER TIME : 11:16 AM

ORDER NO. : 133575-005

CUSTOMER NO: 85036A

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

DOMESTIC FILING

NAME: CARILLON OF LAKE LAND, L.C.

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: _____

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DIVISION OF CORPORATIONS
99 FEB 12 PM 1:40

L99-823

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Acknowledgment	<i>JP</i>
W. P. Verifier	<i>JP</i>

DIVISION OF CORPORATION

99 FEB 12 PM 12:07

ARTICLES OF ORGANIZATION
OF
CARILLON OF LAKE LAND, L.C.

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

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ARTICLE I.
NAME OF COMPANY

The name of the limited liability company is CARILLON OF LAKE LAND, 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.

**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:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT A. CICCIO	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.

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

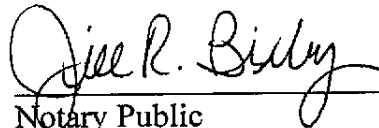


ROBERT A. CICC0, Member

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11th day of February, 1999, by ROBERT A. CICC0, Member. He is personally known to me.



Notary Public
State of Florida
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JILL R. BIXBY
COMMISSION # CC894112
EXPIRES 12/22/2000
BONDED THRU ASA 1-888-NOTARY1

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of CARILLON OF LAKE LAND, 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.



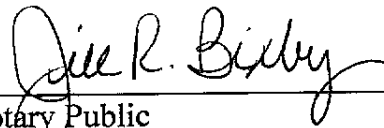
ROBERT A. CICCICO, Member

99 FEB 12 PM 1:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

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



Notary Public
State of Florida

My Commission Expires:

**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 LAKE LAND, 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