

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L15000093962
FILED 8:00 AM
May 28, 2015
Sec. Of State
kasaly

Article I

The name of the Limited Liability Company is:
UPE HOLDINGS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
175 SW 7TH STREET
STE 1410
MIAMI, FL. 33130

The mailing address of the Limited Liability Company is:
175 SW 7TH STREET
STE 1410
MIAMI, FL. 33130

Article III

The name and Florida street address of the registered agent is:
FRANKEL AND BOZZA, PL
175 SW 7TH STREET
STE. 1410
MIAMI, FL. 33130

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.

Registered Agent Signature: GREGORY FRANKEL

Article IV

The name and address of person(s) authorized to manage LLC:

Title: AMBR
URBAN POWER ENTERPRISES, INC
175 SW 7TH STREET, STE. 1410
MIAMI, FL. 33130

L15000093962
FILED 8:00 AM
May 28, 2015
Sec. Of State
kasaly

Signature of member or an authorized representative

Electronic Signature: GREGORY FRANKEL

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.