

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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UH Properties, LLC

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<input type="checkbox"/> LTD Partnership File	
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<input type="checkbox"/> Merger File	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> RA Resignation	
<input type="checkbox"/> Dissolution / Withdrawal	
<input type="checkbox"/> Annual Report / Reinstatement	RECEIVED 00 MAR -8 AM 10:57 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
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<input type="checkbox"/> Certificate of Good Standing	
<input type="checkbox"/> Certificate of Status	
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ARTICLES
OF
ORGANIZATION
FOR
U H Properties, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of the limited liability company shall be U H Properties, L.L.C. and its principal office and mailing address shall be 11539 Andy Rosse Lane, Captiva, FL 33924, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to

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hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights and privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III

MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company and pursuant to Florida Statute 608.442(1), it is a member managed company. This Article may be amended from time to time in the regulations of the limited liability company by unanimous vote of the members of the limited liability company. The names and addresses of the members are as follows:

Scott F. Upp; 130 South Elm Street, Hinsdale, Illinois 60521
Debra L. Upp; 130 South Elm Street, Hinsdale, Illinois 60521
Mark H. Harrison; 436 South County Line Road, Hinsdale, Illinois 60521
Georgia H. Harrison; 436 South County Line Road, Hinsdale, Illinois 60521

ARTICLE IV

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V

PROFITS AND LOSSES

- (a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of the business of the limited liability company.

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- (b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by members in equal shares.

ARTICLE VI

DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301, County Leon, State of Florida.

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of U H Properties, L.L.C.

Executed by the undersigned at HINSDALE, State of ILLINOIS, on MARCH 7th, 2000.

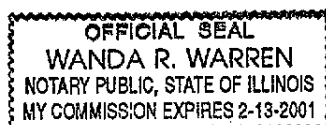

SCOTT F. UPP, Member


STATE OF ILLINOIS

COUNTY OF _____

The foregoing instrument was acknowledged before me this 7th day of MARCH, 2000, by SCOTT F. UPP, on behalf of U H Properties, L.L.C, a limited liability company, who is personally known to me.

SEAL:




Notary Public

My commission expires: 2-13-2001

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF LEON

Pursuant to the provisions of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statements in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is U H Properties, L.C.

The name and the Florida street address of the registered agent U H Properties, L.L.C. is Capital Connection, Inc., 417 E. Virginia Street, Suite 1, Tallahassee, FL 32301, County of Leon, State of Florida.

This statement is to acknowledge that, as indicated above, U H Properties, L.L.C. has appointed Capital Connection, Inc., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: March 8, 2000.

Lauren Strong,
Capital Connection, Inc.

BY: Client Representative
(Print name here)

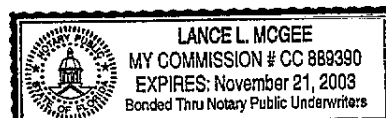
STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 8 day of March, 2000 by Lauren Strong of Capital Connection, Inc, who is personally known to me or who has produced _____ as identification.

Lance L. McGee
Notary Public

SEAL:

My commission expires:



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