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L000000011093

August 3, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

MJH

RE: 50 UP, L.L.C.

200003388562--3
-09/11/00--01116--001
****125.00 ****125.00

Dear Sirs:

Enclosed are the original and one copy of the Articles of Organization for 50 UP, L.L.C. and a check in the amount of \$125 for filing fees. Please return a file date stamped copy in the envelope provided.

Sincerely,



Jonathan Alper

JBA:jjr
cc: Brian Young

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 PM 1:28

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 PM 1:28

ARTICLE I - NAME

The name of the Limited Liability Company is **50 UP, L.L.C.**

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 794-D Orienta Avenue, Altamonte Springs, FL 32701 and the street address is 794-D Orienta Avenue, Altamonte Springs, FL 32701.

ARTICLE III - MANAGEMENT BY MEMBER(S)

The Limited Liability Company is to be managed by a member.

ARTICLE IV - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

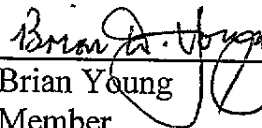
No member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contract liability on behalf of the company solely by virtue of being a member.

ARTICLE V - REGULATIONS MUST BE IN WRITING

Any Regulations relating to this limited liability company must be in writing and signed by all members.

ARTICLE VI
EFFECTIVE DATE

The effective date of these Articles of Organization shall be upon filing.



Brian Young
Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

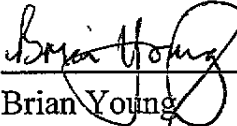
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is **50 UP, L.L.C.**

2. The name and the Florida street address of the registered agent are:

Brian Young
794-D Orienta Avenue
Altamonte Springs, FL 32701

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated on 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.



Brian Young
Registered Agent