

APR-16-02 TUE 12:49 PM

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Division of Corporations

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : FILLINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
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LIMITED LIABILITY COMPANY

Jupiter Warehouses, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION OF JUPITER WAREHOUSES, LLC
a Florida limited liability company

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I -- Name:

The name of the limited liability company is: JUPITER WAREHOUSES, LLC

ARTICLE II -- Address:

The mailing address and street address of the principal office of the limited liability company is: 68 Fiesta Way, Fort Lauderdale, Florida 33301.

ARTICLE III -- Duration:

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV -- Members:

Initially, the limited liability company has three (3) members whose names and addresses are:

- (1) William F. Thies, Jr., as Trustee of the Amended and Restated Revocable Stock Trust of William F. Thies, Jr.
68 Fiesta Way
Fort Lauderdale, Florida 33301
- (2) Geomis Investments, Inc., a Florida corporation
320 SE 18th Street
Fort Lauderdale, Florida 33316
- (3) Triple Crown Investments, LLC, a Florida limited liability company
1643 SE 3rd Court, Suite 214
Deerfield Beach, FL 33441

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be that each existing member must consent in writing to admit any additional member.

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ARTICLE V — Management:

The limited liability company is to be managed by its managing member and the name and address of the managing member is:

William F. Thies, Jr., as Trustee of the Amended and Restated Revocable
Stock Trust of William F. Thies, Jr.
68 Fiesta Way
Fort Lauderdale, Florida 33301

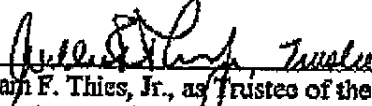
ARTICLE VI — Members' Rights to Continue Business

The remaining member(s) of the limited liability company is/are hereby given the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII — Registered Agent

The name and street address of the initial Registered Agent is William F. Thies, Jr., 68 Fiesta Way, Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned managing member has executed these Articles of Organization this 15 day of April, 2002.



William F. Thies, Jr., as Trustee of the Amended and
Restated Revocable Stock Trust of William F. Thies,
Jr., Managing Member

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of JUPITER WAREHOUSES, LLC, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15 day of April, 2002.


William F. Thies, Jr., Registered Agent

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