

OCT-20-2003(MON) 17:47 CARLTON FIELDS

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Division of Corporations

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**L030000040245**

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**LIMITED LIABILITY COMPANY**

**UP 4 GRABS, LLC**

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Department of State 10/20/2003 9:57 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 20, 2003

CARLTON FIELDS

SUBJECT: UP 4 GRABS, LLC  
REF: W03000030331

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley  
Document Specialist

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FAX AUDIT NO. H03000299186 3

ARTICLES OF ORGANIZATION  
OF  
UP 4 GRABS, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of UP 4 GRABS, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is UP 4 GRABS, LLC.

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 814 Ardmore Road, West Palm Beach, FL 33401.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CFRA, LLC, One Harbour Place, 5<sup>th</sup> Floor, 777 S. Harbour Island Boulevard, Tampa, Florida 33601-3239. The mailing address of the registered agent of the Company is: P.O. Box 3239, Tampa, Florida 33601-3239.

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This instrument prepared by:  
William D. Rohrer, Esq.  
Carlton Fields, P.A.  
100 SE 2<sup>nd</sup> Avenue  
P.O. Box 019101  
Miami, FL 33131-9101  
Tel: (305) 530-0050  
MIA#2270040.1

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ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.


ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a Member of the Company as of the 20th day of October, 2003.

  
William D. Rohrer, Authorized  
Representative

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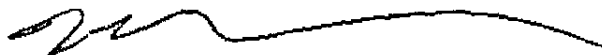
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for UP 4 GRABS, LLC in the foregoing Articles of Organization, I, WILLIAM D. ROHRER, on behalf of CFRA, LLC, a Florida limited liability company, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

CFRA, LLC, a Florida limited liability  
company



WILLIAM D. ROHRER, Authorized  
Representative

FILED  
03 OCT 21 AM 10:39  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA