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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

upper crust, llc

Certificate of Status	0
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(4)

ARTICLES OF ORGANIZATION
OF
UPPER CRUST, LLC

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608, hereby states as follows:

ARTICLE I

The name of this Limited Liability Company shall be Upper Crust, LLC.

ARTICLE II

The existence of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida and the Company shall have a perpetual existence.

ARTICLE III

The purpose of which this Company is organized is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation as the Members may agree upon.

ARTICLE IV

The initial place of business and mailing address of the Company shall be 333 S.W. 14th Way, Ft. Lauderdale, Florida 33312.

ARTICLE V

The Company's initial registered agent for service of process in the State of Florida shall be Jeffrey N. Marks, Esq., whose address is 1815 Griffin Road, Suite 200, Dania, Florida 33004.

Prepared By:
Melissa K. Rashbaum, Esq.
1815 Griffin Road, Suite 200
Dania, FL 33004
954-342-8484
Florida Bar Number 0059854

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ARTICLE VI

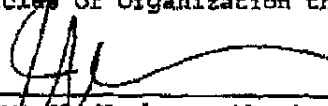
No member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof or upon the occurrence of any other event which terminates the continued membership of any member hereof, the remaining members shall have the right pursuant to Regulations adopted by said members to continue the existence of this Company.

ARTICLE VII

The management of this Company is reserved to a manager. The initial manager shall be Alan J. Kvaras whose address is 333 S.W. 14th Way, Ft. Lauderdale, Florida 33312.


IN WITNESS WHEREOF, the undersigned, being a member of the above-named Company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Organization this 6th day of May, 2004.


Jeffrey N. Marks, authorized
representative of Alan
Kvaras, Member

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Organization was acknowledged to me this 6th day of May, 2004, by Jeffrey N. Marks, as authorized representative of Alan J. Kvaras, Member, who is personally known to me, and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public, State of Florida

My Commission Expires:



Melissa Kay Rashbaum
Commission # DO 014958
Expires May 18, 2005
Resides At:
Atlantic Building Co., Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.407 and Section 48.091, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is: Upper Trust LLC.
2. The name and address of the registered agent and office is: Jeffrey N. Marks, Esq., whose address is 1815 Griffin Road, Suite 200, Dania, Florida 33004.


 Jeffrey N. Marks,
 Registered Agent 5/6/04

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.


 Jeffrey N. Marks,
 Registered Agent 5/6/04

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