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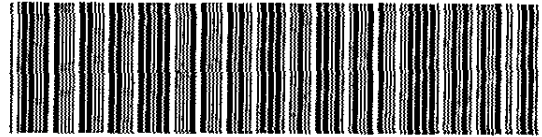
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TALLAHASSEE, FLORIDA

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**Cushion Investments
P.O. Box 28248
Jacksonville, FL 32226-8248**

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed are the Articles of Organization for Cushion Investments LLC. If you have any questions you may contact us using the following information.

James E. Cushion Jr. or Patrice E. Cushion

Street Address: 10873 Lydia Estates Dr E., Jacksonville, FL 32218

Mailing Address: P.O. Box 28248, Jacksonville, FL 32226-8248

Daytime Phone: (904) 766-9522, Fax: (904) 764-2052

Sincerely,



James E. Cushion Jr.

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cushion Investments LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JAMES E. CUSHION JR.
(Name of Person)

CUSHION INVESTMENTS
(Firm/Company)

10873 LYDIA ESTATES DR. EAST
(Address)

JACKSONVILLE FLORIDA 32218
(City/State and Zip Code)

For further information concerning this matter, please call:

JAMES E CUSHION JR. at (904) 766-9522
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Cushion Investments LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

10873 Lydia Estates Dr. E.
JACKSONVILLE, FL. 32218

Mailing Address:

PO BOX 28248
JACKSONVILLE, FL 32226-8248

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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


JAMES E. CUSHION JR.
Name

10873 Lydia Estates Dr. E.
Florida street address (P.O. Box **NOT** acceptable)

JACKSONVILLE FLORIDA 32218
City, State, and Zip

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TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, Florida Statutes..


Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR M

JAMES E. Cushion Jr.
10873 Lydia Estates Dr. E
JACKSONVILLE, FL 32218

MGR M

Patrice E. Cushion
10873 Lydia Estates Dr. E.
JACKSONVILLE, FL. 32218

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JAMES E. Cushion Jr.

Typed or printed name of signer

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA