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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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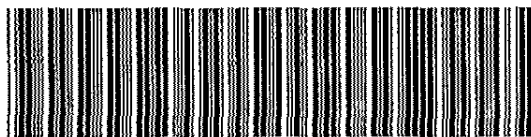
(Business Entity Name)

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12304

RYAN E. WILLITS, P.A.
ATTORNEYS AT LAW

245 NORTH OCEAN BOULEVARD
SUITE 204
DEERFIELD BEACH, FLORIDA 33441

TELEPHONE: 954.834.2000
FACSIMILE: 954.834.2010
RYAN@FLORIDADIRTLAWYERS.COM

June 17, 2004

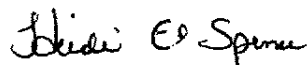
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Organization for Up At Six, LLC.

To Whom It May Concern:

Enclosed please find a Ryan E. Willits, P.A. Trust Account check number 3262, in the amount of \$125.00, representing the filing fee for the Articles of Organization. Please file the Articles and return the acknowledgment letter to our office in the enclosed Federal Express return package. If you have any questions, please do not hesitate to contact us.

Very truly yours,



Heidi E. Spence,
Assistant to Ryan E. Willits

Enclosures

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**ARTICLES OF ORGANIZATION
FOR
UP AT SIX, LLC
a Florida limited liability company**

**ARTICLE ONE
NAME**

The name of the limited liability company is: UP AT SIX, LLC.

**ARTICLE TWO
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is:

410 N. Federal Highway
Suite 119
Deerfield Beach, FL 33441

**ARTICLE THREE
DURATION**

The period of duration for the limited liability company shall be perpetual.

**ARTICLE FOUR
MANAGEMENT**

The limited liability company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Scott Kroll
410 N. Federal Highway
Suite 119
Deerfield Beach, FL 33441

**ARTICLE FIVE
ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be pursuant to the Operating Agreement for the limited liability company, executed by the Members, then in effect.

**ARTICLE SIX
MEMBERS RIGHT TO CONTINUE BUSINESS**

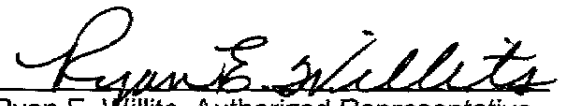
The right, if given, of the remaining members of the limited liability company to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution

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of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be pursuant to the Operating Agreement for the limited liability company, executed by the Members, then in effect.

ARTICLE SEVEN
REGISTERED AGENT

The name and address of the initial registered agent of the limited liability company is: Ryan E. Willits, P.A., 245 N. Ocean Blvd., Suite 204, Deerfield Beach, FL 33441.


Ryan E. Willits, Authorized Representative

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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is UP AT SIX, LLC.
2. The name and address of the registered agent and office is:

Ryan E. Willits, P.A.
120 East Palmetto Park Road, Suite 150
Boca Raton, FL 33432-4835

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.

Ryan E. Willits, P.A.,
a Florida corporation

By: _____

Ryan E. Willits, as president

Date: _____

Ryan E. Willits
June 17, 2004

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