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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 : M. BURR KEIM COMPANY
Account Number : I19990000242
Phone : (215) 563-8113
Fax Number : (215) 977-9386

LIMITED LIABILITY COMPANY

UPFUL INTERNATIONAL, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

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TALLAHASSEE, FLORIDA

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J. BRYAN NOV 18 2004

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

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& ALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

UPFUL INTERNATIONAL, LLC

ARTICLE II - Address:

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

Principal Office Address:

15952 BRIER CREEK DRIVE

DELRAY BEACH, FL 33446

Mailing Address:

15952 BRIER CREEK DRIVE

DELRAY BEACH, FL 33446

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

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

GARY J. SCHWARTZ

Name

15952 BRIER CREEK DRIVE

Florida street address (P.O. Box **NOT** acceptable)

DELRAY BEACH

FLORIDA 33446

City, State, and Zip

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

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ARTICLE IV- Manager(s) or Managing Member(s):
The name and address of each Manager or Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
"MGR" = Manager "MGRM" = Managing Member	
<u>MGRM</u>	<u>GARY J. SCHWARTZ</u> <u>15952 BRIER CREEK DRIVE</u> <u>DELRAY BEACH, FL 33446</u>
<u>MGRM</u>	<u>ADAM C. SCHWARTZ</u> <u>15952 BRIER CREEK DRIVE</u> <u>DELRAY BEACH, FL 33446</u>
<u>MGRM</u>	<u>DONGYI YE SCHWARTZ</u> <u>15952 BRIER CREEK DRIVE</u> <u>DELRAY BEACH, FL 33446</u>

(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.)

GARY J. SCHWARTZ

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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