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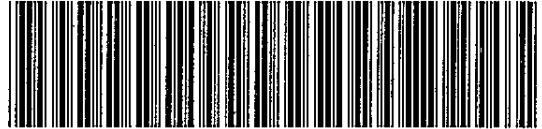
(Business Entity Name)

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ALLA VASSEE, FL 1110

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Cust

BARAT & BARAT

Certified Public Accountants

A Partnership of Professional Associations

2001 PALM BEACH LAKES BLVD.

SUITE 300

WEST PALM BEACH, FLORIDA 33409-1002

TELEPHONE (561) 615-0906 FAX (561) 626-4479

E-MAIL gcbarat@bellsouth.net

Gary C. Barat PA
Sheldon L. Barat PA

November 17, 2004

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Re: Upstate Investments #2, LLC

To Whom It May Concern:

The enclosed Articles of Organization and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

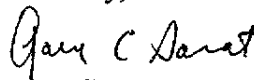
Gary C. Barat
2001 Palm Beach Lakes Blvd.
Suite 300
West Palm Beach, FL. 33409

For further information concerning this matter, please call:

Gary C. Barat
(561) 615-0906

Enclosed is a check in the amount of \$125.00 for filing fee.

Sincerely,


Gary C. Barat

GCB/smb
Enclosures

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ARTICLES OF ORGANIZATION OF UPSTATE INVESTMENTS #2, LLC

ARTICLE 1 Upstate Investments #2

The name of the limited liability company is **UPSTATE INVESTMENTS #2, LLC** (Company).

ARTICLE II Address

The mailing and street address of the Company's principal office is

C/O GARY C BARAT
2001 PALM BEACH LAKES BLVD,
SUITE 300
WEST PALM BEACH, FL 33409

ARTICLE III Duration

The period of duration for the Company is perpetual beginning on the date of Articles of Organization are filed by the Florida Department of State.

ARTICLE IV Registered Agent and Office

The name of Company's initial registered agent in Florida is **Anné Desormier-Cartwright, Esq.** and the address is located at **941 North Highway A1A, Jupiter, Florida 33477.**

ARTICLE V Management

The Company is to be managed by its managing member, who is identified as follows:

GARY C BARAT MGRM
STEVE GREENSEID MGRM

ARTICLE VI Purpose

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:

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TALLAHASSEE, FLORIDA

- (a) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property of any interest in such property;
- (c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- (d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as the object, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE VII Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

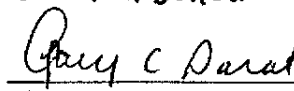
ARTICLE VIII

The remaining members of the Company have the right to continue the business on the death, retirement or resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE IX Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 5 day of NOV, 2004, at WEST PALM BEACH, Florida.



Signature and Name of Managing Partner or Partners

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

UPSTATE INVESTMENTS #2, a Florida Limited Liability Company, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Organization, State of Florida, has named:

Agent

Address

Anné Desormier-Cartwright, Esq.

941 N. Highway A1A
Jupiter, FL 33477

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

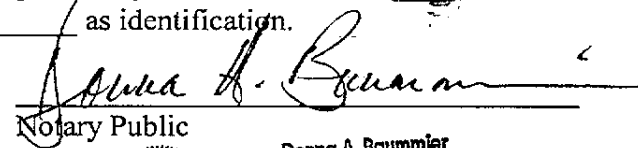
Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby acknowledge that I am familiar with, and accept, the obligations of a registered agent as provided in Florida Statutes, Chapter 608.

Dated:


Anné Desormier-Cartwright
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8 day of Nov, 2004, by Anné Desormier-Cartwright, ☒ who is personally known to me or ☐ who has produced _____ as identification.


Notary Public

Donna A. Baummier
MY COMMISSION # DD032999 EXPIRES
June 27, 2005
BONDED THRU TROY FAIR INSURANCE, INC.