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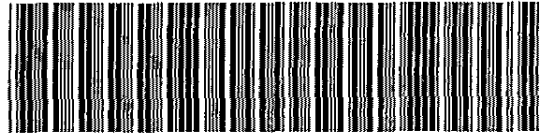
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U.S. DEPT. OF COMMERCE
DIVISION OF CORPORATE FINANCE
WASHINGTON, D.C. 20540

Timothy J. Warfel
Requester's Name
2015 Centre Point Blvd, #103
Address
Tallahassee, FL 32308
City/State/Zip
942-1919 - Lori
Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. USPOA Investments, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF ORGANIZATION

OF

USPOA INVESTMENTS, LLC

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The undersigned Members hereby file these Articles of Organization in order to form a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I.

Name

The name of the Company shall be USPOA Investments, LLC.

ARTICLE II.

Nature of Business

The Company may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

Death, Retirement, Resignation, Etc. of a Member

The remaining Members, if more than one, shall have the right to continue to carry on the business of the Company in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a member in a limited liability company.

ARTICLE IV.

Admission of Additional Members

Except as otherwise provided in the Operating Agreement, new members may be admitted by agreement of all existing Members upon payment of contribution agreed upon by the Members at the time of admission.

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ARTICLE V.

Management by the Members

Management of the Company is reserved to the members. The initial managing Members and their addresses are:

John A. Zebedee, Post Office Box 990, St. Thomas, Virgin Islands 00804-0990

Ronald H. Zebedee, 5200 NW 43rd Street, Ste 102-343, Gainesville, Florida 32606-4482

ARTICLE VI.

Duration of Company's Existence

The Company shall exist until December 31, 2056 unless dissolved according to law.

ARTICLE VII.

Address of Registered Office, Registered Agent and Principal Office

The address of the initial registered office and principal office of the Company in the State of Florida shall be 5200 NW 43rd Street, Ste 102-343, Gainesville, Florida 32606-4482. The name of the initial registered agent of the Company at the above address shall be Ronald H. Zebedee. The Company may from time to time change the registered office to any other address in the State of Florida or change the registered agent. The mailing address of the Company shall be 5200 NW 43rd Street, Ste 102-343, Gainesville, Florida 32606-4482.

ARTICLE VIII.

Transactions in Which Members

Are Interested

(a) No contract or other transaction between the Company and one or more of its Members, or between the Company and any other Company, firm, or entity in which one or more of

the Company's Member(s) are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Member(s) are present at or participate in the meeting of the Members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Members or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Members; or

(2) The fact of such relationship or interest is disclosed or known to the Members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Company at the time it is authorized.

(b) Interested Members may be counted in determining the presence of a quorum at a meeting of the Members or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX.

Indemnification of Members and Managers

The Company hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Member or manager made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or

investigative (other than an action, suit or proceeding by or on behalf of the Company to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Member or manager of the Company or a Members, manager, Director, officer, employee or agent of any other company, partnership, joint venture, trust or other enterprise in which he served at the request of the Company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, to the fullest extent permitted by Florida law and in accordance with the procedures specified by Florida law for determining the legality, applicability or appropriateness of such indemnification.

ARTICLE X.

Amendment

These Articles of Organization may be amended in any manner now or hereafter provided for by law and all rights conferred upon Members hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Members to the foregoing Articles of Organization have hereunto set their hands and seals this 11 day of November, 2004.


JOHN A. ZEBEDEE


RONALD H. ZEBEDEE

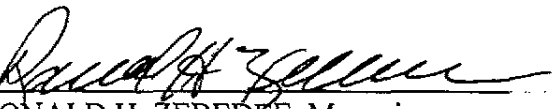
(In accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 608.415, the following is submitted:

USPOA Investments, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, has designated 5200 NW 43rd Street, Ste 102-343, Gainesville, Florida 32606-4482 as its initial Registered Office and has named Ronald H. Zebedee located at said address, as its initial Registered Agent.

By: 
JOHN A. ZEBEDEE, Managing Member

By: 
RONALD H. ZEBEDEE, Managing
Member

Having been named Registered Agent for the above stated Company, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


RONALD H. ZEBEDEE