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(Requestor's Name)

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(City/State/Zip/Phone #)

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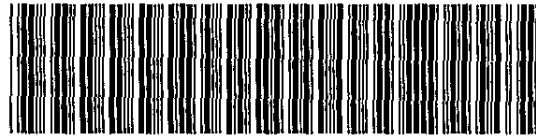
(Business Entity Name)

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**BRASHEAR & ASSOC. P.L.**  
*C o u n s e l o r s   a t   L a w*

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
voice: 352/336-0800  
fax: 352/336-0505  
Brashear@NFlaLaw.com  
www.NFlaLaw.com

March 4, 2005

BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

*Of Counsel*  
LARRY D. MARSH  
Florida Bar Board Certified Tax Lawyer

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

RE:    UPSCALE VENTURES, LLC

Gentlemen:

Please find the original and one (1) copy of the *Articles of Organization* for the above-referenced LLC. Upon filing should you determine that this LLC's name is too similar to that of an existing LLC, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$155.00 representing the following:

Filing Fee	\$100.00
Certified Copy	\$30.00
Registered Agent Fee	\$25.00.

After filing the original *Articles of Organization*, please return our copy to this office at the address listed above.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: Christy L. Chaffin  
Christy L. Chaffin, Legal Assistant

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05 MAR 21 PM 12:52  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
UPSCALE VENTURES, LLC**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is UPSCALE VENTURES, LLC (the "Company").

**ARTICLE II  
PERIOD OF DURATION**

The Company shall terminate on March 18, 2105.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The Company's address for the principal office is 1905 N.W. 13<sup>th</sup> Street, Gainesville, FL 32609. The Company's mailing address is 1905 N.W. 13<sup>th</sup> Street, Gainesville, FL 32609. The name and address of the Company's initial registered agent in the State of Florida is as follows:

<u>Name</u>	<u>Address</u>
Corey Warren	1905 N.W. 13 <sup>th</sup> Street Gainesville, FL 32609

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of the members entitled to vote.

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STATE OF FLORIDA

**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI  
MANAGEMENT**

The Company will be managed by Corey Warren in accordance with the Company's regulations. The name and business address of the manager is as follows:

<u>Name</u>	<u>Address</u>
Corey Warren	1905 NW 13 <sup>th</sup> Street Gainesville, FL 32609

**ARTICLE VII  
PURPOSE**

The Company is organized for the purpose of engaging in any and all lawful activities.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 17 DAY OF MARCH, 2005.

STATE OF FLORIDA  
COUNTY OF ALACHUA

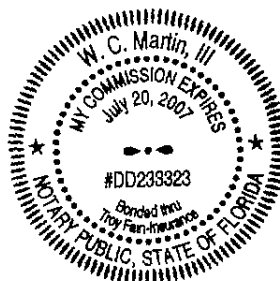
  
COREY WARREN, MANAGER

Before me personally appeared COREY WARREN who is known to me to be the person who executed the foregoing Articles of Organization on behalf of UPSCALE VENTURES, LLC.

In witness whereof, I have hereunto set my hand and seal on this 17<sup>th</sup> day of March, 2005.

  
\_\_\_\_\_  
Notary Public, State at Large

Printed Name  
My Commission Expires:



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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:

UPSCALE VENTURES, LLC

2. The name and address of the registered agent and office is:

Corey Warren  
1905 N.W. 13<sup>th</sup> Street  
Gainesville, FL 32609

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.

  
\_\_\_\_\_  
COREY WARREN, Registered Agent

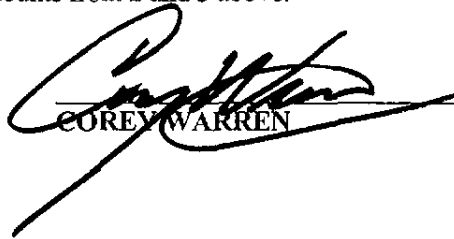
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### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of UPSCALE VENTURES, LLC deposes and says:

- 1) The above named limited liability company has one member;
- 2) The total amount of cash contributed by the member, Corey Warren, is \$100.00;
- 3) If any, the agreed value of property other than cash contributed by member is: \$0.00. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2 and 3 above.

  
COREY WARREN

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

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