

L05000049967

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000122899 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT. LA
Account Number : I19990000012
Phone : (954) 468-1355
Fax Number : (954) 523-1722

RECEIVED

05 MAY 19 AM 10:20

DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

UPI Group, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

FILED
05 MAY 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

m 5/20/05



Ft. Lauderdale • Miami • Palm Beach • Stuart • Vero Beach • West Palm Beach

FAX COVER SHEET

Broward Financial Centre, Suite 1400
500 East Broward Boulevard
Ft. Lauderdale, Florida 33394

Phone: 954-713-6428
Fax: 954-888-2029
Website: www.gunster.com

DATE: May 19, 2005

TO: Electronic Filing
Department

FIRM: Corporations Division
Florida Department of
State

FAX NO: 850-205-0380

PHONE NO:

FROM: Jeannie J. Ha, Paralegal

PHONE NO: ext. 428

E-MAIL: jha@gunster.com

CLIENT NO: 28027.09000

6 PAGES INCLUDING COVER.

MESSAGE:

PLEASE SEE THE ATTACHED ARTICLES OF ORGANIZATION OF UPI GROUP, LLC
FOR ELECTRONIC FILING.

PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

FILED
05 MAY 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Confidentiality Notice: The information contained in this transmission is legally privileged and confidential, intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you receive this communication in error, please notify us immediately by telephone (collect) and return the original message to us at the above listed address via the U.S. Postal Service. We will reimburse you for postage and/or telephone expenses involved.
FTT.281291.1

FAX AUDIT NO.: H05000122899 3

**ARTICLES OF ORGANIZATION
OF
UPI GROUP, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is UPI Group, LLC (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of engaging in all lawful activities and to do all other things which may be necessary or desirable in connection with the foregoing. The mailing address and the street address of the Company's initial principal office is 505 N.E. 3rd Street, #200, Delray Beach, FL 33483.

Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 500 E. Broward Blvd., Suite 1400, Fort Lauderdale, FL 33394, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate.

(b) No Member of this Company may transfer, sell or assign its Membership Interest in the Company to any other person except as provided for in the Company's Regulations and Operating Agreement.

FAX AUDIT NO.: H05000122899 3

FILED
05 MAY 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H05000122899 3

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members with the consent of all of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of the Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Indemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; or

(2) recklessness or an act or omission which was committed with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the

FAX AUDIT NO.: H05000122899 3

2

FILED
MAY 19 AM 9:04
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H05000122899 3

obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

Article VIII
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

19th IN WITNESS WHEREOF, the undersigned member has executed these Articles on the day of May, 2005.


MAX MUNRO

FILED
05 MAY 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H05000122899 3

FAX AUDIT NO.: H05000122899 3

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES PAULI CORPORATE SERVICES, INC.

Dated: May 19, 2005



MARTIN R. PRESS, ESQ., Vice-President
Initial Registered Agent

FTL 281013.1

FILED
05 MAY 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H05000122899 3