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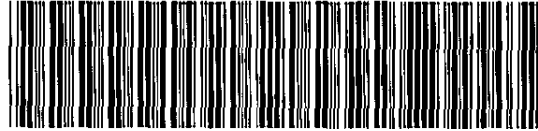
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CAPITAL CONNECTION, INC.

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Grayer LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☒ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

Signature

Requested by:

Name

Date

Time

WL *11/29* *11:00*

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Will Pick Up

ARTICLES OF ORGANIZATION
OF
GROUPER LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization:

ARTICLE I
NAME

The name of this Limited Liability Company shall be Grouper LLC.

ARTICLE II
DURATION

The term of this Limited Liability Company shall be perpetual commencing with the effective date of these Articles. For the purpose hereof, the "effective date" of these Articles shall be the date of their filing with the Florida Department of State.

ARTICLE III
PURPOSE

The Limited Liability Company is being formed for the purpose of engaging in any and all activities and businesses permitted under the laws of the United States, the laws of the State of Florida and the laws of the Bahamas. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 3109 Grand Ave., #268, Miami, Florida 33133, provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the member from time to time may determine. The name and the address of the original registered agent of this Limited Liability Company is Max Strang, 3109 Grand Avenue, #268, Miami, Florida 33133.

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its member(s) in money or in property, the fair market value thereof being determined by agreement of all the member(s). Additional contributions will be required to be made upon the consent of member(s) holding a majority interest in the Limited Liability Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, except as hereinafter set forth.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without first offering such interest to the other members who shall have a period of sixty days thereafter to acquire such member's interest upon such further terms as are agreed to by the members.

ARTICLE VII
MANAGEMENT OF BUSINESS

The business of this Limited Liability Company shall be managed by a manager. Max Strang is hereby appointed as manager to carry out the day to day business of this Limited Liability Company. The Limited Liability Company is to be managed by the manager and is, therefore, a manager-managed company.

ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION


Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any of the initial member(s) this Limited Liability Company shall be dissolved; provided that upon the consent of the remaining members holding a majority of the interests in this Limited Liability Company, such member(s) may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for

the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors, of assets provided in dissolution.

ARTICLE IX
AMENDMENTS

These Articles may be amended from time to time by consent of member(s) holding a majority interest, and the amendment shall be filed, duly signed by member(s) holding a majority interest in this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being one of the initial members, has executed these Articles of Organization on October 19, 2005.



Max Strang

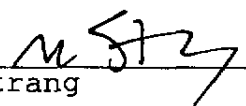
OATH OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent for:

GROUPER LLC

at the place described in the attached Articles of Organization, hereby agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of these duties, and further, is familiar with and accepts the duties and obligations in Section 607.0505 of the Florida Statutes.

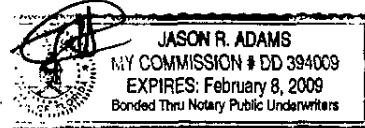
Dated this 19 day of October, 2005.



Max Strang

\\CORP\\GROUPER-LLC-ART.DOC

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)



~~11~~ The foregoing instrument was acknowledged before me this 11
day of ~~October~~, 2005, by Max Strang, a member of Grouper LLC, who
is personally known to me or who has produced N/A
as identification, and did take an oath.

My Commission Expires:


NOTARY PUBLIC, STATE OF FL.