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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pennies From Heaven, LLC

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TALLAHASSEE, FLORIDA

Signature

Requested by:

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Walk-In

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Art of Inc. File

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Art. of Amend. File

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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

Courier

ARTICLES OF ORGANIZATION

OF

PENNIES FROM HEAVEN, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608.407, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is Pennies From Heaven, LLC

ARTICLE II - DURATION

This limited liability company shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - ADDRESS

The street address of the principal office and the mailing address of the Company shall be 8491 Bromeliad Court, Port St. Lucie, FL 34952.

ARTICLE IV - MANAGEMENT

Management of the Company shall be reserved to the Managing Member. The Managing Member of the Company is as follows:

Judith Cherubini
8491 Bromeliad Court
Port St. Lucie, FL 34952

ARTICLE V - ADDITIONAL MEMBERS

Members shall have the right to admit additional members from time to time on such terms and conditions as the Members shall deem advisable and acceptable.

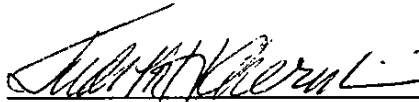
ARTICLE VI - SURVIVORSHIP

In the event any Member or Members shall die, resign, retire, be expelled, be adjudicated bankrupt, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall have the right to continue the business.

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered agent of the Company is Rickey L. Farrell, 1595 SE Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

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SECRETARY OF STATE



Judith Cherubini, Incorporator

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

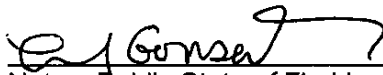
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Judith Cherubini, who has produced FL DRIVERS LICENSE as identification or who is personally known to me and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of October, 2006.

(S E A L)



Tiffany N. Gonsalves
MY COMMISSION # DD261185 EXPIRES
November 7, 2007
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public State of Florida at Large


Printed Signature: Tiffany N. Gonsalves

My Commission No:

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties. I am familiar with and accept the obligations of such position.



RICKEY L. FARRELL
Registered Agent

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

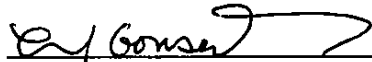
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rickey L. Farrell, who has produced FL DRIVERS LICENSE as identification or who is personally known to me and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of October, 2006.



(S E A L)

Tiffany N. Gonsalves
MY COMMISSION # DD261185 EXPIRES
November 7, 2007
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public State of Florida at Large

Printed Signature: Tiffany N. Gonsalves
My Commission No:
My Commission Expires: