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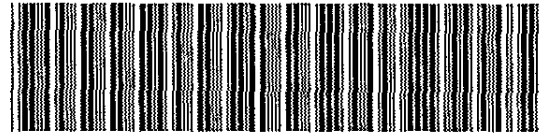
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HUPP RETAIL UPPER MANATEE, LLC

907 S. Ft. Harrison Ave., Suite 102
Cleawater, FL 33756

October 6, 2006

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

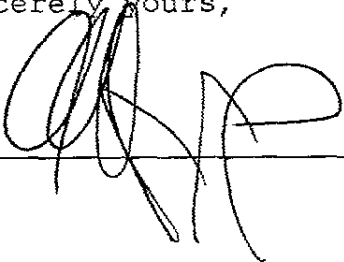
Gentlemen,

Please find enclosed the Articles of Organization for

HUPP RETAIL UPPER MANATEE, LLC

I have included the original and a copy of the Articles and a check in the amount of \$125.00 for the basic filing and a certified copy.

Sincerely yours,



ARTICLES of ORGANIZATION
of
HUPP RETAIL UPPER MANATEE LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the charter and for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The Limited Liability Company shall be named

HUPP RETAIL UPPER MANATEE, LLC.

Its principal office and mailing address shall be located at 907 S. Ft. Harrison Ave., Suite 102, in the city of Clearwater, County of Pinellas, State of Florida 33756. However, it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

ARTICLE II
DURATION

This existence of the limited liability company shall be perpetual, or until dissolved in a manner provided by the law, or as provided in the Regulations and Operating Agreements adopted by the members.

ARTICLE III
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 907 S. Ft. Harrison Ave., Suite 102, in the city of Clearwater, County of Pinellas, State of Florida 33756, and the name of the company's initial registered agent at that address is Andrew Hupp.

ARTICLE IV
PURPOSE AND POWERS

A. In addition to the power authorized by the laws of the State of Florida for the limited liability companies, the general nature of the business or businesses to be transacted, and which the limited company is authorized to transact, shall be as follows:

1. To engage in any activity business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provision of these Articles. In addition, to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or furtherance of any of the powers set forth in these articles, either alone or association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

B. The Several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference from the terms of any other clause. They shall be regarded as independent purpose and powers.

C. Nothing contained in these articles shall be deemed or construed as authorized or permitted, or purporting to authorized or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.

D. All limited company powers shall be excised under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Managers of this limited liability company. This article may be amended from time to time as provided for in the Regulations and Operating Agreement of the limited liability company by a seventy (70%) percent vote of the Members of the limited liability Company.

ARTICLE V MANAGEMENT

This limited liability company shall be managed by one Managers. A Manager's right to be a Manager terminates upon his death or incapacity. Managers are required to sign for any selling, conveying or mortgaging of all or substantially all of the Company's assets; otherwise an individual manager may act. The names and addresses of the person who shall serve until their successors are elected and qualified is as follows:

Name
Andrew Hupp

Address
907 S Ft. Harrison Ave., Suite 102
Clearwater, Florida 33756

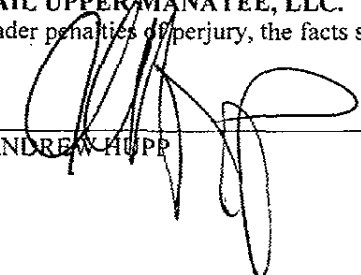
ARTICLE VI
MEMBERSHIP RESTRICTIONS

- A. Members shall have the right to admit new Members as set forth on Exhibit B attached hereto and made apart hereof. Contribution required of new Members shall be determined as of the time of admission to the limited liability company.
- B. Except as provided in paragraph "C" below, a Member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of the Manager(s), if any, and if none, then with the consent of fifty-one per cent (51%) of the members.
- C. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a Member in the limited liability company, the remaining Members shall have the right to continue the business with the consent of thirty percent (30%) of the remaining Members. On the Death of a Member, such Member's interest may be dealt with and/ or pass as provided in Exhibit B attached hereto and the Regulations and Operating Agreement.

The undersigned, being one of the original Members of the limited company, certifies that this instrument constitutes the Articles of Organization of **HUPP RETAIL UPPER MANATEE, LLC**. Executed by the undersigned at 9:00 A.M. on October 6, 2006. Under penalties of perjury, the facts stated herein are true.

X

ANDREW HUPP

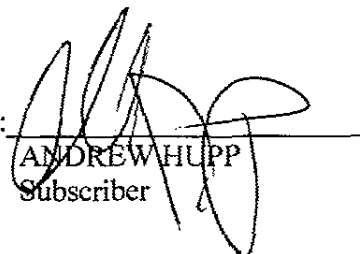


CERTIFICATE OF REGISTERED AGENT

In Compliance with Section 48.091 and 607.034 of the Florida Statutes, the
following is submitted:

The **HUPP RETAIL UPPER MANATEE, LLC.** desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Clearwater, State of Florida, has Named **ANDREW HUPP**, 907 S. Ft. Harrison Ave. Suite 102., Clearwater, Florida 33756, as its Registered Agent to accept service of process within the State of Florida.

October 6, 2006

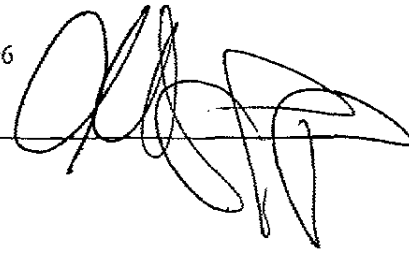
By: 

ANDREW HUPP
Subscriber

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above state corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

October 6, 2006

By: 

ANDREW HUPP
Registered Agent