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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Scott Mill Partnership, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
SCOTT MILL PARTNERSHIP, LLC**

The undersigned organizer of Scott Mill Partnership, LLC (the "Company"), under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

**ARTICLE I - NAME**

The name of the Company is Scott Mill Partnership, LLC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Company is 320 North 1st Street, Suite 608, Jacksonville Beach, Florida 32250.

**ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent is Ronald J. Leinwohl, 320 North 1st Street, Suite 608, Jacksonville Beach Florida 32250.

**ARTICLE IV - MANAGER**

The management of the Company shall be vested in the Managing Members of the Company, any one of which is authorized to bind the Company, as provided in the Company's Operating Agreement. The name and address of the initial Managing Members of the Company are:

UPG Holdings, Inc.  
320 North 1st Street, Suite 608  
Jacksonville Beach FL 32250

UPG Investments, Inc.  
320 North 1st Street, Suite 608  
Jacksonville Beach FL 32250

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 25 day of October, 2006.

  
\_\_\_\_\_  
Ronald J. Leinwohl  
Authorized Representative

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**ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **Scott Mill Partnership, LLC**, at the place designated in the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Ronald J. LeinwohlDATE: October 25, 2006SECRETARY OF STATE  
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