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Division of Corporations

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

UpCountry Holdings, LLC

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**ARTICLES OF ORGANIZATION
OF
UPCOUNTRY HOLDINGS, LLC**

The undersigned authorized representative of a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I

Name, Mailing Address and Purpose of Organization

The name of this limited liability company is UpCountry Holdings, LLC (the "Company"). The Company's principal address and mailing address is 371 Channelside Walk, Suite 1003, Tampa, FL 33602. The Company's initial registered agent is David M. Jeffries whose address is 101 East Kennedy Boulevard, Suite 3000, Tampa, Florida 33602-5884. The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE II

Duration of Existence

The Company shall remain in existence from the date the Articles of Organization are filed with the Florida Department of State until terminated in accordance with the provisions of the Florida Limited Liability Company Act or the Company's Operating Agreement.

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ARTICLE III

Management of the Company

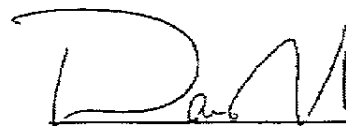
The Company shall be managed in the manner set forth in the Company's Operating Agreement.

ARTICLE IV

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his/her or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 8th day of January, 2007.



David M. Jeffries,
Authorized Representative of a Member

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