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Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

UPGRADE SOLUTIONS OF SW FLORIDA, LLC

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**ARTICLES OF ORGANIZATION
OF
UPGRADE SOLUTIONS OF SW FLORIDA, LLC**

**ARTICLE I
NAME**

The name of the limited liability company shall be Upgrade Solutions of SW Florida, LLC (the "Company").

**ARTICLE II
MAILING ADDRESS AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is:

6103 Deer Run
Fort Myers, Florida 33908

**ARTICLE III
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are:

Otis A. Mehlberg
6103 Deer Run
Fort Myers, Florida 33908

**ARTICLE IV
PURPOSE**

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the state of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**ARTICLE V
DURATION**

The Company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any event of dissolution as described in the Operating Agreement of the Company.

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**ARTICLE VI
MANAGEMENT OF THE COMPANY**

The Company shall be managed by not less than one (1) manager (the "Manager") and is, therefore, a manager-managed company. The following are the names and addresses of the initial Managers who shall serve as the Managers of the Company until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Otis A. Mehlberg	6103 Deer Run Fort Myers, Florida 33908
Jeffery B. Shomberg	6344 Emerald Pines Circle Fort Myers, Florida 33966

**ARTICLE VII
OPERATING AGREEMENT**

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

IN WITNESS WHEREOF, the undersigned, being a authorized representative of the Company, has executed these Articles of Organization, this 31 day of MAY, 2007.

By: 
Otis A. Mehlberg, Member

By: 
Jeffery B. Shomberg, Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: Upgrade Solutions of SW Florida, LLC
2. The name and address of the registered agent and office are:

Otis A. Mehlberg
6103 Deer Run
Fort Myers, Florida 33908

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 

Otis A. Mehlberg, Registered Agent

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