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FLORIDA/FOREIGN LIMITED LIABILITY CO.

URBAN PARTNERS CONSTRUCTION, LLC

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**ARTICLES OF ORGANIZATION
OF
URBAN PARTNERS CONSTRUCTION, LLC**

The undersigned organizer, who is a member of Urban Partners Construction, 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 Urban Partners Construction, 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 Edmundo E. Gonzalez, 320 North 1st Street, Suite 608, Jacksonville Beach, Florida 32250.

ARTICLE IV - MANAGER

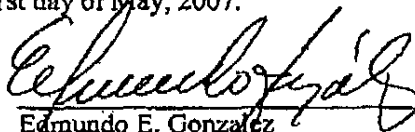
The management of the Company shall be vested in the Managing Members of the Company, any one of which is authorized to bind the Company, as provided in the Company's Operating Agreement. The name and address of the initial Managing Members of the Company are:

UPG Holdings, Inc.,
a Florida corporation
320 North 1st Street, Suite 608
Jacksonville Beach, Florida 32250

UPG Investments, Inc.,
a Florida corporation
320 North 1st Street, Suite 608
Jacksonville Beach, Florida 32250

UPG Construction, Inc.,
a Florida corporation
320 North 1st Street, Suite 608
Jacksonville Beach, Florida 32250

IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 31st day of May, 2007.

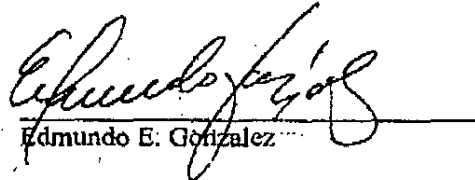

Edmundo E. Gonzalez
Authorized Representative

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**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Urban Partners Construction, 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.


Edmundo E. Gonzalez

DATE: May 31, 2007

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