

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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FILED 8:00 AM
June 22, 2007
Sec. Of State
ncausseaux

Article I

The name of the Limited Liability Company is:

UP3 GROUP, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

7261 SW 55 AVENUE
MIAMI, FL. US 33143

The mailing address of the Limited Liability Company is:

7261 SW 55 AVENUE
MIAMI, FL. US 33143

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

FINE & LICITRA, LLP
255 ALHAMBRA CIRCLE
850
CORAL GABLES, FL. 33134

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.

Registered Agent Signature: DANIELA FONSECA

Article V

The name and address of managing members/managers are:

Title: MGRM
EDUARDO ASSOLA
7261 SW 55 AVENUE
MIAMI, FL. 33143 US

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Signature of member or an authorized representative of a member

Signature: DANIELA FONSECA