

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**12/24**

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**CNEST HP, LLC**

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# ARTICLES OF ORGANIZATION

## Article I. Name

The name of this Florida limited liability company is:  
CNEST HP, LLC

## Article II. Address

The street and mailing address of the Company's initial principal office is:  
CNEST HP, LLC  
2603 Pass-A-Grille Way  
St. Pete Beach FL 33706

## Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Lee A. Crouch, Jr.  
2603 Pass-A-Grille Way  
St. Pete Beach FL 33706

## Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

MICHAEL CAHILL | FL Bar Member 0297290  
CAHILL LAW FIRM, P.A.  
5290 SEMINOLE BLVD. SUITE D  
ST. PETERSBURG FL 33708  
727-398-4100

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

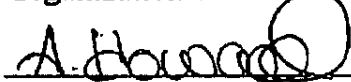
This will be a manager-managed company. The name and address of each manager is:

LEE A. CROUCH, JR.  
2603 Pass-A-Grille Way  
St. Pete Beach FL 33706  
ALICE L. CROUCH  
2603 Pass-A-Grille Way  
St. Pete Beach FL 33706

Article VII. Company Existence

The Company's existence shall begin effective as of January 1, 2008.

The undersigned authorized representative of a member executed these Articles of Organization on December 21, 2007.



CORPORATE CREATIONS INTERNATIONAL INC.  
Angela E. Howard Assistant Secretary

MICHAEL CAHILL | FL Bar Member 0297290  
CAHILL LAW FIRM, P.A.  
5290 SEMINOLE BLVD. SUITE D  
ST. PETERSBURG FL 33708  
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**STATEMENT OF REGISTERED AGENT**

**LIMITED LIABILITY COMPANY:**  
**CNEST HP, LLC**

**REGISTERED AGENT/OFFICE:**  
**Lee A. Crouch, Jr.**  
**2603 Pass-A-Grille Way**  
**St. Pete Beach FL 33706**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



\_\_\_\_\_  
**LEE A. CROUCH, JR.**  
**by A. Howard as attorney-in-fact**  
**Date: January 1, 2008.**

**MICHAEL CAHILL | FL Bar Member 0297290**  
**CAHILL LAW FIRM, P.A.**  
**5290 SEMINOLE BLVD. SUITE D**  
**ST. PETERSBURG FL 33708**  
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