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DIVISION OF CORPORATIONS
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B. Tadlock APR 16 2008

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April 10, 2008

VIA REGULAR U.S. MAIL

Secretary of State
Division of Corporations
ATTN: Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

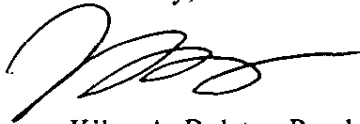
RE: RUPERT HOLDINGS, L.L.C.
Our File No.: 003280

To Whom It May Concern:

Please find the enclosed Articles of Organization for the above-referenced entity. Also, please find a check for \$130.00 for the filing fee and Certificate of Status, as well as a self-addressed/stamped envelope for the return of the Certificate of Status.

If there are any questions or concerns please do not hesitate to contact our office.

Sincerely,



Kiley A. Bolster, Paralegal to
Kerry Anne Schultz, Esquire

/kab
Enclosure

[Faint, illegible text, possibly a stamp or bleed-through]

☒ Main Office
2721 Gulf Breeze Parkway
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FACSIMILE TRANSMISSION SHEET

TO: Brenda	FROM: Kiley, Paralegal to Kerry Anne Schultz, Esquire
COMPANY: Florida Division of Corporations	DATE: April 15, 2008
FAX NUMBER: 850.245-6030	TOTAL NO. OF PAGES INCLUDING COVER 4
RE: Rupert Holdings, L.L.C.	REFERENCE NUMBER:
NOTES/COMMENTS: Hi Brenda:	

As we discussed, I am attaching the revised Articles of Organization for the referenced entity. Please destroy the Articles which were sent over last week, as they reflect an incorrect mailing and business address. The correct address is 10085 Highway 98 W., Pensacola, Florida 32506. Please contact me if you have any questions or concerns. Thank you so much.

☺ Kiley

CONFIDENTIALITY

The documents accompanying this transmission contain information which is confidential and or legally privileged and is intended only for the use of the individual or entity named on this transmission sheet. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this facsimile is strictly prohibited and that the documents should be returned to this firm immediately. In this regard, if you have received this facsimile in error, please notify us immediately so that we can arrange for the return of the original documents to us at no cost to you.

The original document being transmitted:

_____ Will be sent by regular mail

_____ x Will NOT be sent

ARTICLES OF ORGANIZATION**OF****RUPERT HOLDINGS, L.L.C.**

The undersigned, being authorized to execute and file these Articles on behalf of the members for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby certify and adopt these Articles of Organization.

08 APR 15 AM 11:11
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I - NAME

The name of the limited liability company shall be "RUPERT HOLDINGS, L.L.C." ("Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of the Company shall be 10085 Highway 98 W., Pensacola, Florida 32506, and the street address of the principal office of the Company shall be 10085 Highway 98 W., Pensacola, Florida 32506.

ARTICLE III - DURATION

The Company shall commence on the date of filing these Articles of Organization with the Florida Department of State and the Company's existence shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Kerry Anne Schultz, Esquire, 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563.

ARTICLE V - CAPITAL CONTRIBUTIONS

The cash and/or property contributed to the Company by its members and the members' obligations to make additional contributions to the Company shall be as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may not be admitted except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members. Members' interests in the Company may not be transferred except as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, withdrawal, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE VIII - MANAGEMENT

The Company shall be member-managed in accordance with the Operating Agreement of the Company as adopted and agreed upon by the members.

ARTICLE IX - AMENDMENT


These Articles of Organization and the Operating Agreement of the Company may be amended from time to time as prescribed in the Operating Agreement of the Company as adopted and agreed upon by the members.

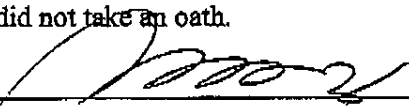
IN WITNESS WHEREOF, the undersigned hereby acknowledges and executes these Articles of Organization on behalf of and as an authorized representative of the members and of the Company.


KERRY ANNE SCHULTZ, Organizer

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Sworn to and subscribed before me this 14th day of April, 2008, by KERRY ANNE SCHULTZ, who (☒) is personally known to me or who () has produced _____, as identification and who did not take an oath.

NOTARY PUBLIC-STATE OF FLORIDA
 Kiley A. Bolster
Commission # DD456031
Expires: JULY 31, 2009
Bonded thru Atlantic Bonding Co., Inc.


NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

**ACCEPTANCE OF DESIGNATION AS
RESIDENT AGENT**


KERRY ANNE SCHULTZ, ESQUIRE, the designated resident agent of RUPERT HOLDINGS, L.L.C., does hereby certify that her business address is 2721 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, do hereby accept the designation and appointment as resident agent of RUPERT HOLDINGS, L.L.C., a Florida Limited Liability Company, and am familiar with and accept the duties and obligations of registered agent.


DATED this 14th day of April, 2008.


KERRY ANNE SCHULTZ, ESQUIRE

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 14th day of April, 2008, by KERRY ANNE SCHULTZ who (☒) is personally known to me or who () has produced driver's license as identification and has taken an oath.

NOTARY PUBLIC-STATE OF FLORIDA
 Kiley A. Bolster
Commission # DD456031
Expires: JULY 31, 2009
Bonded Thru Atlantic Bonding Co., Inc.


NOTARY PUBLIC
Commission No.: _____ Kiley A. Bolster
Commission Expires: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 15 AM 11:11