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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

SUBJECT: Articles of Organization of HARTLEY INVESTMENTS II, LLC

DOCUMENT NUMBER: None

The enclosed Articles of Organization and fee(s) are submitted for filing.

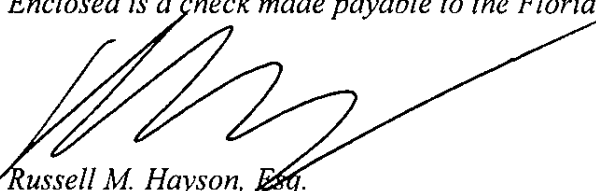
Please return all correspondence concerning this matter to the following:

Russell M. Hayson, Esq.
Pallotto & Hayson, P.A.
450 North Park Road, Suite 302
Hollywood, Florida 33021

For further information concerning this matter, please call:

Russell M. Hayson, Esq. at (954) 981-6760

Enclosed is a check made payable to the Florida Department of State for \$125.00.


Russell M. Hayson, Esq.
Attorney at Law

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**ARTICLES OF ORGANIZATION OF
HARTLEY INVESTMENTS II, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Hartley Investments II, LLC, and its principal office shall be located at 3790 Atlanta Street in the City of Hollywood, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have exercise all the powers conferred by the law of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership firm, syndicate, individual, or other entity, and in this capacity or under this

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agreement, develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a vote of the majority in interest in the limited liability company.

ARTICLE IV **MANAGEMENT**

Hartley Investments II, LLC This Limited Liability Company shall be managed by **James Hartley** and his address being **3790 Atlanta Street, Hollywood, Florida 33021** (until the first annual meeting of members or until management of this limited liability company is reserved to its members, whose names and addresses are as follows:

James Hartley
3790 Atlanta Street
Hollywood, Florida 33020

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by members holding a majority of interest in the limited liability company consent. Required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with consent of members holding a majority interest in the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business consent of members holding a majority interest in the limited liability company.

ARTICLE VI
PROFITS AND LOSSES

- (a) *Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled distributive share of the profits specified as follows:*

<i>James Hartley</i>	<i>one third (1/3)</i>
<i>Karen Hartley</i>	<i>one third (1/3)</i>
<i>Jan Hartley</i>	<i>one third (1/3)</i>

- (b) *Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:*

ARTICLE VII
DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

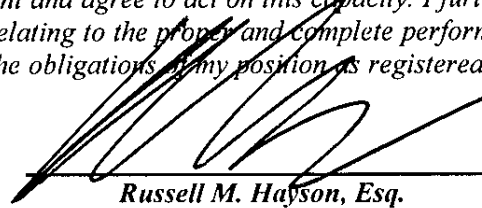
ARTICLE VIII
REGISTERED AGENT, REGISTERED OFFICE
REGISTERED AGENT'S SIGNATURE:

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

Russell M. Hayson, Esq.
450 North Park Road, Suite 302
Hollywood, Florida 33021

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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 on 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 as provided for in Chapter 608, F.S.

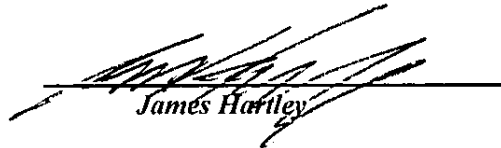


Russell M. Hayson, Esq.

The undersigned, being the original members of the limited liability Company, certify that this instrument constitutes the proposed Articles of Organization of **Hartley Investments II, LLC**

Executed by the undersigned at Pallotto & Hayson, P.A. on this 1 day of July, 2008.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitute an affirmation under the penalties of perjury that the facts stated herein are true.



James Hartley

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