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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

ELP Holdings, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
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S. HAWKES

MAR 10 2009

EXAMINER

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ARTICLES OF ORGANIZATION

OF

ELP HOLDINGS, LLC

The undersigned hereby certifies that he has formed a limited liability company under the
State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be **ELP HOLDINGS, LLC.**

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

60 Stanton Circle
Oldsmar, FL 34677

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue
into perpetuity, or until dissolved in a manner provided by law or by an operating agreement
adopted by the Members of the limited liability company.

Emil C. Marquardt, Jr., Esq.
Florida Bar No. 92339
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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ARTICLE IV**Purposes**

The limited liability company is to own and develop land and lease buildings thereon and to engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is Nancy S. Paikoff. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Nancy S. Paikoff is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VI**Management**

The limited liability company is to be a member-managed company. The name and address of the managing members are as follows:

<u>Name</u>	<u>Address</u>
Edward Paikoff	60 Stanton Drive Oldsmar, FL 34677
Nancy S. Paikoff	60 Stanton Drive Oldsmar, FL 34677
Emil C. Marquardt, Jr., Esq. Florida Bar No. 92339 Macfarlane Ferguson & McMullen 625 Court Street, Suite 200 Clearwater, FL 33756 (727) 441-8966	

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ARTICLE VII

Operating Agreement

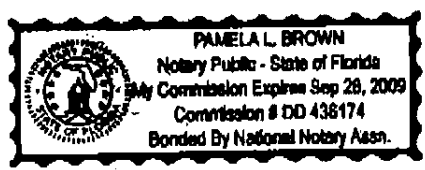
The Members of the limited liability company shall adopt an operating agreement pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 9th day of March, 2009.

By: [Signature]
Emil C. Marquardt, Jr.
Attorney and Authorized Representative
for the Members

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was sworn to and subscribed before me under oath this 9th day of March, 2009, by EMIL C. MARQUARDT, JR., who is personally known to me.



Pamela L. Brown
Notary Public
Print name: Pamela L. Brown
My commission expires: 9/28/09

Emil C. Marquardt, Jr., Esq.
Florida Bar No. 92339
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

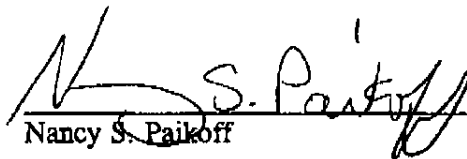
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
ELP HOLDINGS, LLC
2. The name and address of the registered agent and office is:

Nancy S. Paikoff
625 Court Street
Suite 200
Clearwater, Florida 33756

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.

Dated this 9th day of March, 2009.


Nancy S. Paikoff

Emil C. Marquardt, Jr., Esq.
Florida Bar No. 92339
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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