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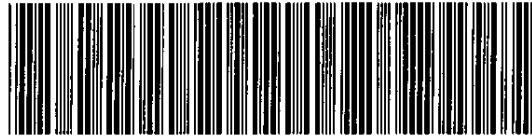
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
09 JUN 30 AM 11:04

T. HAMPTON

JUL - 1 2009

EXAMINER

1 July 2009

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

re: Ascendo Resources, LLC (the "Company")

To Whom It May Concern:

On behalf of the Company, please find enclosed the following original document(s) for immediate filing, along with one (1) photocopy(ies) of the same:

o *Articles of Organization*

In regard to this filing, you will also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with this filing (articles of organization--\$100.00; registered agent fee--\$25.00; certified copy(ies) (1) of record--\$30.00 (@\$30.00 per copy)). Once the original has been filed, please return the requested certified copy(ies) of the record to my attention at the mailing address listed above.

Should you have any questions, please do not hesitate to call. Thank you in advance for your assistance.

Sincerely,



Alyse Egol  
Managing Member

Encl.

**Articles of Organization**  
**of**  
**Ascendo Resources, LLC**

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**DIVISION OF CORPORATIONS**  
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**ARTICLE I: NAME**

The name of this limited liability company shall be ASCENDO RESOURCES, LLC (the "Company").

**ARTICLE II: MAILING AND STREET ADDRESS**

This Company's principal office location and mailing address shall be 3350 S.W. 148<sup>th</sup> Ave., Suite 110, Miramar, Florida 33027.

**ARTICLE III: REGISTERED OFFICE AND AGENT**

The registered office of this Company shall be 3350 S.W. 148<sup>th</sup> Avenue Miramar, Suite 110, Florida 33027, and this Company's registered agent at that address shall be Alyse Egol.

**ARTICLE IV: DURATION OF COMPANY'S EXISTENCE**

This Company shall have perpetual existence.

**ARTICLE V: PURPOSE AND POWERS**

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

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**ARTICLE VI: ADDITIONAL MEMBERS; ASSIGNMENT OF INTEREST  
 NO MEMBERSHIP RIGHTS OR POWERS WITHOUT ADMISSION**

A. No person shall be admitted as a member of or to this Company unless formally admitted pursuant to the unanimous written consent of this Company's members entitled to vote with respect thereto, and then only in strict compliance with any additional term or condition governing admission as may be set forth in this Company's articles of organization or operating agreement (if any). No transferee, assignee, holder, successor or assign of or to any interest in this Company shall have any vested right, privilege or other entitlement of membership prior to being formally admitted as a member in the manner provided herein or therein. Solely by virtue of accepting, receiving, holding or claiming rights or title in or to, any interest in this Company, no transferee, assignee, holder, successor or assign of or to any interest in this Company shall have any vested right, privilege or other entitlement of membership or being or becoming a member in this Company or power or right to cause this Company or its other members to admit any such person to the membership of this Company.

B. Prior to the dissolution and winding-up of this Company, no interest in this Company of any kind whatsoever shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or other holder of any interest in or of this Company, except upon the unanimous written consent of this Company's members entitled to vote with respect thereto (and specifically excluding the transferee or assignee any such interest), and then only in strict compliance with any additional term or condition governing transferability as may be set forth in this Company's articles of organization or operating agreement (if any). Any attempt to transfer or assign any interest in this Company in violation of this Company's articles of organization or operating agreement (if any) shall be deemed void *ab initio* and without force or effect.

C. Without being a formally-admitted member of this Company, no transferee, assignee, holder, successor or assign of or to any interest in this Company shall have or possess any right, power, authority, privilege or entitlement:

(i) to exercise any right or power of or as a member of this Company (including without limitation the valid exercise any right or power to vote on any matter concerning any aspect of this Company's business or affairs on account of or with respect to any such transferred interest) or to otherwise participate in the management of this Company's business and affairs; or

(ii) to act as a proxy or representative of another interest in the Company (or holder thereof) or to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any interest in the Company (or holder thereof). Any attempt to grant or act as a proxy or representative of any interest in the Company (or holder

thereof) in violation of this Company's articles of organization or operating agreement (if any) shall be deemed void *ab initio* and without force or effect.

#### **ARTICLE VII: AMENDMENTS TO GOVERNING DOCUMENTS**

This Company's articles of organization or operating agreement (if any) may only be amended pursuant to the applicable provisions as may be set forth in this Company's articles of organization or operating agreement (if any). All amendments, alterations, revisions, restatements or repeals of this Company's operating agreement shall be consistent with this Company's articles of organization then in effect; and in all events any and all amendments, alterations, revisions, restatements or repeals of or to either this Company's articles of organization or operating agreement (if any) shall be in writing.

#### **ARTICLE VIII: SEVERABILITY**

In the event all or any portion of any provision of this Company's articles of organization is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

#### **ARTICLE IX: MANAGEMENT OF COMPANY; AUTHORITY TO ACT ON BEHALF OF COMPANY**

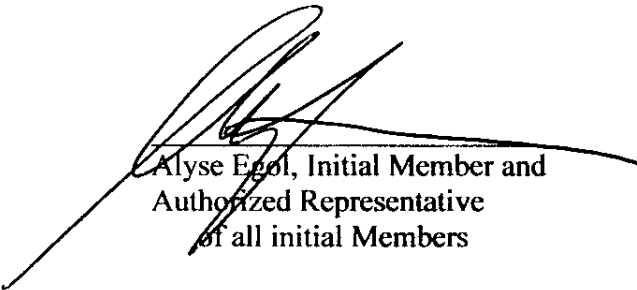
A. The management of this Company shall be solely and exclusively conducted, and vested in, one or more managers in accordance with the applicable provisions of the Florida Limited Liability Company Act, as amended (the "Act") and this Company's articles of organization or operating agreement (if any). As such, this Company shall be, and exist and operate as a manager-managed company for all purposes under the Act. Accordingly, no member, solely by reason of being a member, shall have any authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for purpose of its business; and no act of any member who is not also a manager of this Company acting within the scope of his actual authority may legally bind this Company.

B. This Company shall be authorized to create one or more formal offices for any Managers, to establish or delineate duties or responsibilities for any Manager, and to restrict or limit the authority of any Manager to bind the Company or act on the Company's behalf.

\* \* \* \* \*

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Dated: July 1, 2009.



Alyse Egol, Initial Member and  
Authorized Representative  
of all initial Members

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**CERTIFICATE OF REGISTERED AGENT**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, ASCENDO RESOURCES, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agents in the State of Florida:

**Registered agents:** ALYSE EGOL

**Registered office:** 3350 S.W. 148<sup>th</sup> Ave., Miramar, Florida 33027  
Ste 110

*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.*



\_\_\_\_\_  
Name: Alyse Egol

Dated: July 1, 2009

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