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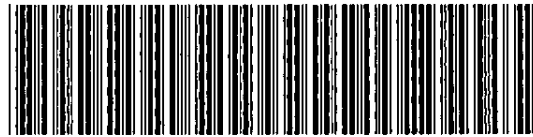
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LUPPW-NYC, LLC

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- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☒ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
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- ☐ Certificate of Good Standing _____
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- ☐ Certificate of Fictitious Name _____
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- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
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- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____

Signature _____

Requested by Brandon 7/1 Am
Name Date Time

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2009

CAPITAL CONNECTION INC.

SUBJECT: LUPPW-NYC, LLC
Ref. Number: W09000030538

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TALLAHASSEE, FLORIDA

We have received your document for LUPPW-NYC, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 709A00022634

ARTICLES OF ORGANIZATION
OF
LUPPW-NYC, LLC

FILED
09 JUL -2 PM 1:35
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Limited Liability Company for profit under the laws of the State of Florida, hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is:

LUPPW-NYC, LLC

ARTICLE II - TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Limited Liability Company are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be 121 Burns Road, Terra Ceia, Florida 34250.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Limited Liability Company is 2415 University Parkway, Bldg III, Suite 216, Sarasota, Florida 34243, and the registered agent at such office is JAMES H. JOHNSON, JR.

ARTICLE VI - MANAGEMENT

The management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

James H. Johnson, Jr.
2415 University Parkway, Bldg. III, Suite 216
Sarasota, FL 34243

ARTICLE VII - VOTING

All members shall be entitled to vote on matters relating to the business operations of this Limited Liability Company. Each member shall have one vote for each membership unit owned.

ARTICLE VIII - ADDITIONAL MEMBERS

No person may be admitted as a member of this Limited Liability Company unless each existing member consents in writing to the admission of such additional member.

ARTICLE IX - CONTINUATION OF BUSINESS OPERATIONS


In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the

occurrence of any other event which terminates the continued membership of a member, the remaining members shall continue the business operations of this Limited Liability Company.

ARTICLE X - AMENDMENT

These Articles of Organization may be amended in certain instances by the members as provided by statute.

The undersigned has executed these Articles Of Organization this 23 day of June, 2009.

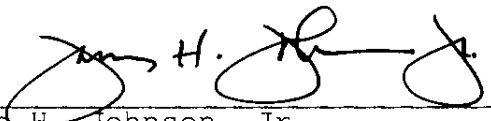


JAMES H. JOHNSON, JR.

"MEMBERS"

Having been named as Registered Agent and to accept service of process for LUPPW-NYC, LLC at the place designated in the foregoing Articles of Organization, 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.

6/23/09
Date



James H. Johnson, Jr.,
Registered Agent