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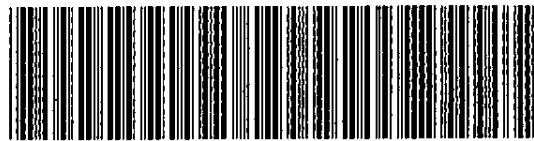
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W09-32852



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. THOMAS

SEP 14 2009

EXAMINER

WADE R. BYRD, P.A.
MICHEL BYRD ELLIS *
* MEMBER OF NEW YORK AND FLORIDA BARS

LAW OFFICES
WADE R. BYRD, P.A.
350 ROYAL PALM WAY, SUITE 409
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 832-6929
TELEFAX (561) 832-9066

HARRY W. STEWART, JR.
(1907-1988)

July 14, 2009

Registration Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Filing Articles of Organization for
Upward Solutions, L.L.C.


Dear Sir:

We enclose herewith the following:

1. Original and one copy of Articles of Organization for Upward Solutions, L.L.C.
2. Check to Department of State in the amount of \$160.00 representing \$100.00 filing fee, \$25.00 designation of registered agent, \$30.00 certified copies and \$5.00 for Certificate of Status.

If you have any questions concerning the subject matter of this letter or if you need additional information, please call me collect.

Very truly yours,


WADE R. BYRD

WRB:fwv
Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 17, 2009

WADE R. BYRD, P.A.
350 ROYAL PALM WAY, STE 409
PALM BEACH, FL 33480

SUBJECT: UPWARD SOLUTIONS, L.L.C.
Ref. Number: W09000032852

We have received your document for UPWARD SOLUTIONS, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as or it is not distinguishable from the name of an existing entity. Section 608.400, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

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) 245-6097.

Marsha Thomas
Regulatory Specialist II

Letter Number: 109A00024589

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TALLAHASSEE, FL 32310

**ARTICLES OF ORGANIZATION
OF
M. D. UPWARD SOLUTIONS, L. L. C.**

The undersigned member hereby forms a limited liability company under the laws of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is: M. D. UPWARD SOLUTIONS, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

The term of existence of the Company shall be perpetual and shall commence upon the filing of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

M. D. Upward Solutions, L.L.C.
c/o Wade R. Byrd, Esquire
Wade R. Byrd, P.A.
350 Royal Palm Way, Suite 409
Palm Beach, Florida 33480

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

350 Royal Palm Way, Suite 409
Palm Beach, Florida 33480

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Wade R. Byrd, Esquire
Wade R. Byrd, P.A.
350 Royal Palm Way, Suite 409
Palm Beach, Florida 33480

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TALLAHASSEE, FLORIDA

ARTICLE VI. MEMBERS

The member shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

ARTICLE VII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy 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 Company shall be dissolved unless all of the remaining members consent to continue the Company.

ARTICLE VIII. MANAGEMENT

The Company shall be managed by two members. The names and addresses of the members are set forth below, to wit:

Mary Webster
c/o Wade R. Byrd, Esquire
Wade R. Byrd, P.A.
350 Royal Palm Way, Suite 409
Palm Beach, Florida 33480

Debra Beard
c/o Wade R. Byrd, Esquire
Wade R. Byrd, P.A.
350 Royal Palm Way, Suite 409
Palm Beach, Florida 33480

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ARTICLE IX. RETURN OF CAPITAL

No member shall have the right to demand and return of his or its contribution to capital except as provided in the Company's Regulations and Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 9th day of September, 2009.

MEMBERS:

MARY WEBSTER
DEBRA BEARD

By: _____

WADE R. BYRD
Authorized Representative

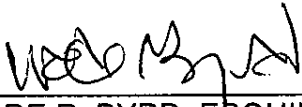
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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of
the Florida Statutes:

Having been appointed registered agent of M. D. UPWARD SOLUTIONS,
L.L.C., in its Articles of Organization, at the place designated in such Articles of
Organization, the undersigned hereby agrees to act in this capacity and affirms
that it is familiar with, and accepts, the obligations of such position.


WADE R. BYRD, ESQUIRE
350 Royal Palm Way, Suite 400
Palm Beach, Florida 33480

Dated: September 9, 2009

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TALLAHASSEE, FLORIDA