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Account Name : LAW OFFICE OF NATHAN L. TOWNSEND, PA
Account Number : T20050000145
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Lupton Real Estate Alafia, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
Lupton Real Estate Alafia, LLC
A Florida Limited Liability Company**

The undersigned, for the purposes of forming a Limited Liability Company pursuant to and by virtue of Chapter 608 of the Florida Statutes, hereby adopts the following Article of Organization.

ARTICLE I - NAME

The name of the Company shall be Lupton Real Estate Alafia, LLC (the "Company").

ARTICLE II - TERM

Unless earlier dissolved in accordance with the laws of the State of Florida, the Company shall exist until dissolved pursuant to the Limited Liability Company Operating Agreement of the LLC.

ARTICLE III - RESIDENT AGENT AND REGISTERED OFFICE

The name of the initial resident agent and the initial address of the registered office where process may be served in the State of Florida is Nathan L. Townsend, Esq., at The Law Offices of Nathan L. Townsend, P.A., 9385 N. 56th St., Ste. 202, Tampa, Florida 33617.

ARTICLE IV - CONTINUANCE OF COMPANY BUSINESS

Upon the consent of a majority in interest of all the remaining members, the business of the Company shall continue on the death, insanity, retirement, resignation, expulsion, bankruptcy or dissolution of an individual member or occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE V - ORGANIZER

The name and address of the organizer signing these Articles of Organization is Ralph J. Lupton, Jr., P.O. Box 16789, Temple Terrace, FL 33687-3768.

ARTICLE VI - MANAGEMENT

Section 6.1. Management. The management of the Company is reserved to the Managers as elected pursuant to the Limited Liability Company Operating Agreement of Lupton Real Estate Alafia, LLC. The initial Managers is Ralph J. Lupton, Jr., P.O. Box 16789, Temple Terrace, FL 33687-3768.

Section 6.2. Principal Office. The street and mailing address of the principal office of the Company shall be 5299 E. Busch Blvd., Temple Terrace, Florida, 33617, and P.O. Box 16789, Temple Terrace, FL 33687-3768, respectively

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Section 6.3. Initial Members. The name and address of the initial Member of the Company is as follows:

Name

Ralph J. Lupton, Jr.

AddressP.O. Box 16789
Temple Terrace, FL 33687-3768

Nancy Lupton

P.O. Box 16789
Temple Terrace, FL 33687-3768FILED
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**ARTICLE VII - RESTRICTIONS ON TRANSFER
AND ADMISSION OF A NEW MEMBER**

The member(s) may admit to the Company one or more additional members who will participate in the profits, losses, available cash flow, and ownership of the assets of the limited liability company on such terms as are in accordance with the company regulations. Notwithstanding the foregoing, the admission of any such additional member shall require the consent of members then having a majority of the interest of the LLC.

ARTICLE VIII - NATURE OF MEMBERSHIP INTEREST

The interest of each member of the Company constitutes the personal estate of that member, and may be transferred or assigned as provided in the company regulations. However, if by a vote of a majority-in-interest of the other members of the Company, the members other than the member proposing to dispose of his, her or its interest, do not approve of the proposed transfer or assignment by written consent required under the company regulations, the transferee of the interest shall have no right to participate in the management of the business and affairs of the Company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member would otherwise be entitled and shall hold only an economic assignee interest.

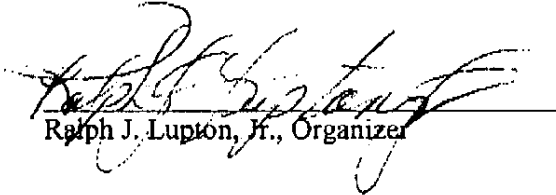
(SIGNATURES BEGIN ON FOLLOWING PAGE)

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IN WITNESS WHEREOF, I have executed these articles of organization.

Dated this 9th day of October 2009.


Ralph J. Lupton, Jr., Organizer

STATE OF FLORIDA

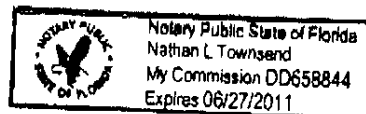
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of October 2009, by Ralph J. Lupton, Jr., as Organizer, and who is either personally known to me or who has produced N/A as identification.


Notary Public

My Commission Expires:

Print, type or stamp name of notary



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**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

Nathan L. Townsend, Esq., President of Nathan L. Townsend, P.A., whose address is, 9385 N. 56th St., Ste. 202, Tampa, Florida 33617, hereby accepts the appointment as Resident Agent of Lupton Real Estate Alafia, LLC in accordance with the Florida Statutes.

Furthermore, that the mailing for the above registered office is as set forth above.

IN WITNESS WHEREOF, I hereunto set my hand this 12TH day of OCTOBER, 2009.

NATHAN L. TOWNSEND, P.A.

By: 
Nathan L. Townsend, President

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