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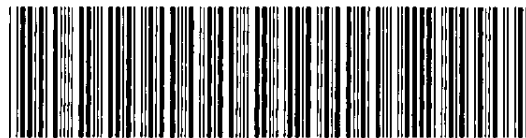
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DEC - 3 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 196487 81879A

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 155.00

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ORDER DATE : November 23, 2009

ORDER TIME : 11:16 AM

ORDER NO. : 196487-005

CUSTOMER NO: 81879A

DOMESTIC FILING

NAME: NEVER GIVE UP OF FLAGLER, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

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ARTICLES OF ORGANIZATION
OF
NEVER GIVE UP OF FLAGLER, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be
NEVER GIVE UP OF FLAGLER, LLC ("company").

ARTICLE II – ADDRESS

The mailing address is P.O. Box 23622, Jacksonville, Florida 32241-3622 and the street address of the principal office of the company is 7701 Timberlin Park Blvd., #611, Jacksonville, Florida 32256.

ARTICLE III – DURATION

The company shall commence its existence on the date these Article of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the Regulations.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:

CHARLES M. REED, JR.
7701 Timberland Park Blvd., #611
Jacksonville, Florida 32256

ARTICLE V – MEMBERS

The names and addresses of the Members are as follows:

CHARLES M. REED, JR.
P.O. Box 23622
Jacksonville, FL 32241

NORMA S. REED
P.O. Box 23622
Jacksonville, FL 32241

CHARLES M. REED, III
P.O. Box 23622
Jacksonville, FL 32241

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Members may make additional capital contributions to the company on the consent of all the Managing Members or Managers, or as provided in the Operating Agreement.

ARTICLE VII – TRANSFER DURING LIFE

No member shall sell, assign, pledge or otherwise transfer, pledge or encumber, in any manner or by any means whatever, any interest in all or part of his capital contribution in the company (hereinafter referred to as transfer) except upon approval of the Managing Members or Managers.

ARTICLE VIII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the written consent of all the majority of the members of the company and on such terms and conditions as shall be determined by the majority of the members. A member may not transfer his or her interest in the company except as set forth in the regulations of the company, and no transferee shall have the right to participate in the management of the business and affairs of the company or become a member unless the majority of the members of the company other

than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE IX – MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE X – MANAGEMENT

The company shall be managed by a Manager or Managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Flagler Beach, Florida, on this 16th day of Nov., 2009.


CHARLES M. REED, JR.

**STATE OF FLORIDA
COUNTY OF FLAGLER**

16th day of Nov., 2009 by **THE FOREGOING** instrument was acknowledged before me this **CHARLES M. REED, JR.**, who is personally

known to me or has produced _____ as identification and who did (did not) take an oath.


NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

Having been designated as Registered Agent to accept service of process for the above-stated limited liability company, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.


CHARLES M. REED, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 16th day of Nov., 2009, by **CHARLES M. REED, JR.**, who is personally known to me and who has produced _____ as identification and who did/did not take an oath.


NOTARY PUBLIC
My Commission Expires:

