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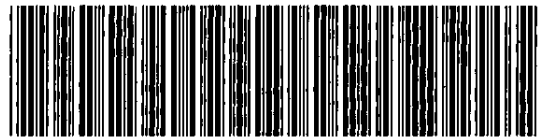
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TALLAHASSEE, FLORIDA

C. LEWIS

DEC 8 2009

EXAMINER

Allgood & Misemer, P.A.

5645 Nebraska Avenue, New Port Richey, FL 34652
Telephone: (727) 848-2593 Facsimile: (727) 848-2597
e-mail: *krm@gte.net*

December ⁴~~7~~, 2009

Office of the Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: UPSTATE PROPERTIES SC, L.L.C.

Gentlemen:

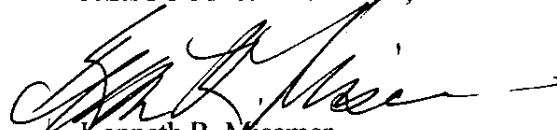
I enclose an original and duplicate original of Articles of Organization for the above-referenced Limited Liability Company. I am also enclosing a check in the amount of \$155.00 to cover the following costs:

Filing fee	\$100.00
Designation of Registered Agent	\$ 25.00
Certified copy	\$ 30.00
<u>TOTAL:</u>	<u>\$155.00</u>

Please see that these Articles are filed, and return the certified copy referenced above. We have enclosed an envelope for your use in returning the document to us. Thank you for your attention to this matter. Please call if you have any questions.

Yours truly,

ALLGOOD & MISEMER, P.A.


Kenneth R. Misemer

KRM/ag
Enclosures

ARTICLES OF ORGANIZATION
OF
UPSTATE PROPERTIES SC, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned persons, acting as the organizers of **UPSTATE PROPERTIES SC, L.L.C.**, (The "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

ARTICLE I. NAME AND ADDRESS

The name and address of the Company is: **UPSTATE PROPERTIES SC, L.L.C.**, located at 8039 Island Drive, Port Richey, Florida 34668.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence upon filing, and the existence of the Company will continue perpetually.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is 8039 Island Drive, Port Richey, Florida 34668, and the name of the Company's initial registered agent at that address is PHILIP H. CHESNUT.

ARTICLE V. ADDITIONAL CAPITAL CONTRIBUTIONS

The members shall make additional capital contributions, from time to time, as required by the Company's regulations.

ARTICLE VI. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the unanimous written approval of the members of the Company in a manner set forth in its regulations.

ARTICLE VII. MANAGEMENT OF COMPANY

The business of the Company shall be managed by the Manager who shall be elected annually by the members of the Company in a manner set forth in the regulations. The Manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.404(1), and Section 608.425, and shall also hold the offices and have the responsibilities

accorded by the members which are more particularly described in its regulations and any other Agreement that may be entered into between the members and the Manager. The name and address of the initial Manager is as follows:

HENRY W. HANFF
5243 Hanff Lane
New Port Richey, Florida 34652

The Manager shall serve in that capacity until the first annual meeting of members or until a successor is elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company is vested exclusively in the members of the Company.

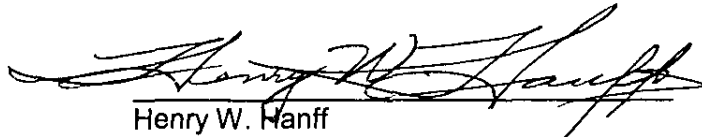
ARTICLE IX. ORGANIZER


The name and street address of the organizers executing these Articles of Organization: HENRY W. HANFF, whose mailing address is 5243 Hanff Lane, New Port Richey, Florida 34652, and HELEN MARIE HANFF, whose mailing address is 5243 Hanff Lane, New Port Richey, Florida 34652.

ARTICLE X. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all the members, shall be as prescribed by the Secretary of State of Florida and shall be sworn and subscribed to by all the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

3^D IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of DEC., 2009.

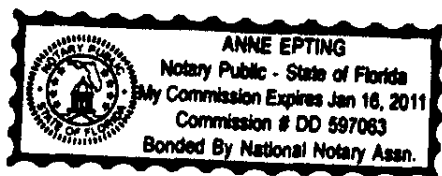

Henry W. Hanff


Helen Marie Hanff

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Organization were acknowledged before me this 3 day of Dec, 2009, by HENRY W. HANFF and HELEN MARIE HANFF, who are personally known to me or have produced proper identification and who did not take an oath.



signed: 
printed:
Notary Public - State of Florida

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415 or 608.507, Florida Statutes, the following is submitted:

That **UPSTATE PROPERTIES SC, L.L.C.**, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, located at 8039 Island Drive, Port Richey, Florida 34668, has named PHILIP H. CHESNUT, as its agent to accept service of process within the State of Florida.

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.

DATED this 3rd day of Dec., 2009


Philip H. Chesnut, Registered Agent

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