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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
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FLORIDA LIMITED LIABILITY CO.

~~TEA, LLC~~

TPV HOLDINGS, LLC

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Page Count	03
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Electronic Filing Menu

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April 2, 2010

FILEMAN LAW FIRM, PA

SUBJECT: TEA, LLC
REF: W10000016218

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 608.406, 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) 245-6067.

Neysa Culligan

FAX Aud. #: H10000074017

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is TPN HOLDINGS, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 215 Rio Villa Drive, #3342, Punta Gorda, Florida 33950. The initial registered agent and address of such agent for the Limited Liability Company is Ariana R. Fileman, 110 Sullivan Street, Suite 111, Punta Gorda, Florida 33950.

ARTICLE III - Duration:

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and is, therefore, a member-managed company. The name of the Managing Member is as follows:

Thomas P. Napier = MGRM

ARTICLE V - Admission of Additional Members:

Additional members may be admitted from time to time as such terms and conditions are set forth by the unanimous written consent of all of the members.


ARTICLE VI - Members Rights to Continue Business:

Any successor or assignee to the interest of member, or the remaining members, if any, of the Limited Liability Company shall have the right to continue the business on the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company. If the Limited Liability Company has more than one member at the time of any of the occurrences above, the unanimous consent of all of the remaining members shall be needed to continue the business of the Limited Liability Company.

Ariana R. Fileman, Esquire
Fileman Law Firm, P.A.
110 Sullivan Street, Suite #111
Punta Gorda, Florida 33950-3660
Telephone No (941) 833-5560
Florida Bar No. 0990612

H10000074017 3

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member of TEA, LLC has executed these Articles of Organization on the 2nd day of April, 2010..


Ariana R. Fileman

Signature of a member or authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA)
)
COUNTY OF CHARLOTTE)

Subscribed and sworn to (or affirmed) before me on the 2nd day of April, 2010, by Ariana R. Fileman, who is personally known to me.




NOTARY PUBLIC - STATE OF FLORIDA
Print Name: KIM MARIE MAUGER
My Commission Expires: _____

H10000074017 3

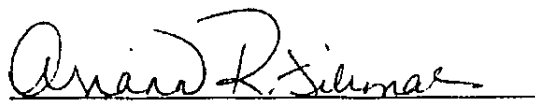
H10000074017 3

ACCEPTANCE OF APPOINTMENT

RE: TPN HOLDINGS, LLC

Pursuant to Section 608.407 (1) (c) and 608.415, of the Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above limited liability company and agrees to act in the capacity and to comply with the provisions of the Florida Limited Liability Company Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, such position.

Dated: April 2, 2010


Ariana R. Fileman

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H10000074017 3