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SECRETARY OF STATE OF ALL AND SEED FLORIDA

T. CLINE
JAN 1 2 2012
EXAMINER



January 9, 2012

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Spoonie, LLC

Dear Sir or Madam:

Enclosed for filing are the original and one (1) copy of the Articles of Organization of Spoonie, LLC. Upon filing, please return the stamped copy of the filed Articles of Organization to me in the enclosed postage paid envelope.

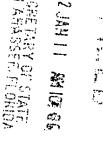
I am enclosing our firm check in the amount of \$125.00 to cover the filing fee.

If you have any questions, please contact me.

Very truly yours,

Joshua T. Keleske

JTK/kbg Enclosures





ARTICLES OF ORGANIZATION OF SPOONIE, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I NAME

The name of the Company shall be: SPOONIE, LLC.

ARTICLE II ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 5424 N. Rivershore Drive, Tampa, Florida 33603.

ARTICLE III MANAGEMENT

The Company shall be member-managed.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 211 S. Boulevard Sampa; Florida 33606, and the name of its initial registered agent is CHARLES M. SANTANA The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE V ACKNOWLEDGMENT

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of SPOONIE, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of January, 2012.

CHARLES M. SANTANA, Authorized Agent

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SPOONIE, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 9th day of January, 2012.

CHARLES M. SANTAN

