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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PNL Associates, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Also enclosed is a check in the amount of \$160 for the fees of filing for Articles of Organization (\$100), designation of registered agent (\$30), certified copy (\$25), and certificate of status (\$5).

Please return all correspondence concerning this matter to the following:

Lin Yu, President

(Name of Person)

PNL Associates, LLC

(Firm/Company)

1500 NW 110 Avenue, Suite 361

(Address)

Fort Lauderdale, Florida 33322

(City/State and Zip Code)

For further information concerning this matter, please call:

Lin Yu

(Name of Person)

at (954) 577-8623

(Area Code & Daytime Telephone Number)

STREET ADDRESS

1500 NW 110 Avenue, Suite 361
Fort Lauderdale, Florida 33322-6444

MAILING ADDRESS

POBox 452095
Fort Lauderdale, Florida 33345-2095



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 26, 2005

LIN YU
1500 NW 110 AVENUE, SUITE 361
FORT LAUDERDALE, FL 33322

SUBJECT: PNL ASSOCIATES, LLC
Ref. Number: W05000048812

We have received your document for PNL ASSOCIATES, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Enclosed are our filing forms.

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
Document Specialist

Letter Number: 705A00064930

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

PNL Associates, LLC

We the undersigned, hereby associate ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a limited liability company for profit.

ARTICLE I

NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company shall be:

PNL Associates, LLC

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ARTICLE II

ADDRESS

The limited liability company shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America.

The street address and mailing address of the principal office of the Limited Liability Company are:

Principal Office Address:

1500 NW 110 Avenue, Suite 361
Fort Lauderdale, Florida 33322-6444

Mailing Address:

POBox 452095
Fort Lauderdale, Florida 33345-2095

ARTICLE III

**REGISTERED AGENT, REGISTERED OFFICE,
& REGISTERED AGENT'S SIGNATURE**

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

Lin Yu

Name

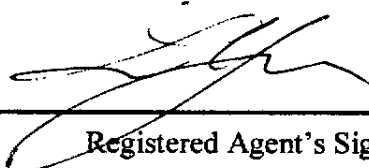
1500 NW 110 Avenue, Suite 361

Florida street address

Fort Lauderdale, Florida 33322

City, State and Zip

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 as provided for in Chapter 608, F.S..



Registered Agent's Signature

ARTICLE IV

MANAGER(S) OR MANAGING MEMBER(S)

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Lin Yu

1500 NW 110 Avenue, Suite 361

Sunrise, FL 33322

MGR

Ning Zhang

8000-1 South Aragon Blvd

Sunrise, FL 33322

MGR

Parris Brady

8060 Fairview drive bldg 19 # 209

Tamarac, Florida 33321

ARTICLE V

AMENDMENT TO ARTICLES

The limited liability company reserves the right to amend, alter or repeal any provision contained in the Articles of Organization in the manner now or hereafter prescribed by the Statutes of the State of Florida, and all rights and powers conferred on managers, including in the notice of the meeting or if such notice is waived in writing by all of the managers entitled to vote thereon.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seal this 16th day of November 2005.

Signed and acknowledged,



Signature of Authorized Manager

Lin Yu

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