

Division of Corporations

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L01000001923**Florida Department of State**

Division of Corporations

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AL

LIMITED LIABILITY COMPANY**P.S.A.L.M.S. 374 INVESTMENT CLUB, L.L.C.**SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO TALLAHASSEE WEST PALM BEACH ST. PETERSBURG MIAMI

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**ARTICLES OF ORGANIZATION
OF
P.S.A.L.M.S. 374 INVESTMENT CLUB, L.L.C.**

The undersigned, acting as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is P.S.A.L.M.S. 374 Investment Club, L.L.C.

ARTICLE II

Principal Office and Mailing Address

The mailing address of the Company is: P.O. Box 410, Tampa, Florida 33613.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is One Harbour Place, Suite 500, Tampa, Florida 33602, and the name of its initial registered agent at that address is David P. Burke.

ARTICLE IV

Organizing Member

The name and address of the member of the Company executing these Articles of Organization are:

Name

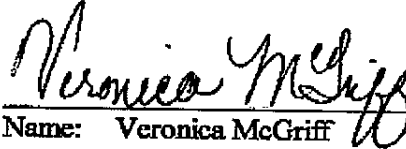
Address

Veronica McGriff

16314 Millan de Avila
Tampa, Florida 33613

Dated this 31st day of January 2001.

By:


Name: Veronica McGriff
Organizing Member

ACCEPTANCE BY REGISTERED AGENT

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David P. Burke, Esq., Carlton Fields, P.O. Box 3239, Tampa, FL 33601
Ph: 813-223-7000; Fax: 813-229-4133

Fla. Bar No.: 350011

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Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 31st day of January 2001.

REGISTERED AGENT:

By: 

Name: David P. Burke

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