

**Electronic Articles of Organization
For
Florida Limited Liability Company**

**L01000019102
FILED
November 06, 2001
Sec. Of State**

Article I

The name of the Limited Liability Company is:

PASSWAY PROFIT FUND I, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

5100 TOWN CENTER CIRCLE
SUITE 430
BOCA RATON, FL. US 33486

The mailing address of the Limited Liability Company is:

5100 TOWN CENTER CIRCLE
SUITE 430
BOCA RATON, FL. US 33486

Article III

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

E.H.G. RESIDENT AGENTS, INC.
5100 TOWN CENTER CIRCLE
SUITE 430
BOCA RATON, FL. US 33486

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.

Registered Agent Signature: EDWARD H. GILBERT, PRESIDENT

Article IV

The name and address of members/managers are:

Title: MGRM
EDWARD H GILBERT
5100 TOWN CENTER CIRCLE, SUITE 430
BOCA RATON, FL. US 33486

Signature of member or an authorized representative of a member

Signature: EDWARD H. GILBERT