

LO2000026873

PEMBROKE ENTERPRISES, LLC

8315 Manasota Key Road
Englewood, FL 34223

October 8, 2002

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

Re: Articles of Organization for
Pembroke Enterprises, LLC

300008303579--1
-10/10/02--01033--004
****160.00 ****160.00

Dear Sir:

Enclosed please find Articles of Organization for Pembroke Enterprises, LLC, together with a check in the amount of \$160.00. Please return a certified copy of the filed Articles of Organization and a certificate showing the filing to the undersigned, at the address set forth above. If you have any questions, I may be reached during normal business hours at (941) 364-2436.

Thank you for your assistance.

David B. Marshall
DAVID B. MARSHALL

DEPT OF STATE
TALLAHASSEE, FLORIDA
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JR

ARTICLES OF ORGANIZATION
OF
PEMBROKE ENTERPRISES, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Company is PEMBROKE ENTERPRISES, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

8315 Manasota Key Road
Englewood, Florida 34223

ARTICLE IV - PURPOSE

The purposes of the Company shall be to own, improve, operate, lease, manage, construct, develop, convert to condominiums, and sell (in parts or in one bulk sale transaction) real estate, either directly or indirectly, and any business related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, including authorization to purchase, mortgage, sell, lease, manage, construct, develop, convert to condominiums, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Company's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

Prepared by: David B. Marshall, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2436
Atty Bar #0107565

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

David B. Marshall
8315 Manasota Key Road
Englewood, Florida 34223

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The name and address of such manager, who will serve as manager until the first annual meeting of Members or until his successor or successors is elected and qualified, are as follows:

David B. Marshall 8315 Manasota Key Road
Englewood, Florida 34223

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

Under penalties of perjury I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated: October 8, 2002

David B. Marshall
DAVID B. MARSHALL, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of PEMBROKE ENTERPRISES, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 8th day of October, 2002.

David B. Marshall
DAVID B. MARSHALL, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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