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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 173496. 134758A

AUTHORIZATION :

COST LIMIT : \$ 125.00

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TALLAHASSEE, FLORIDA

ORDER DATE : July 17, 2003

ORDER TIME : 9:27 AM

ORDER NO. : 173496-005

CUSTOMER NO: 134758A

CUSTOMER: Theodore J. Klein, Esq
Theodore J. Klein Attorney At
Law
88 N.e. 168th Street
N. Miami Beach, FL 33162

DOMESTIC FILING

NAME: PACIFIC EQUITY TRUST COMPANY
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

Articles of Organization
of
Pacific Equity Trust Company LLC

(A Florida limited liability company)

1. The name of this limited liability company is Pacific Equity Trust Company LLC (the "Company").

2. The Company may engage in any activity or business permitted under the laws of the State of Florida. The Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The initial mailing address and principal place of business of this Company is 633 N.E. 167 Street, Suite 301, North Miami Beach, Florida 33162.

4. The name and address of the registered agent of the Company is Ted Klein, whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162.

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.

6. The term of existence of this Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

7. The Company shall be managed by one or more managers appointed by its members. The name and address of the initial manager who shall continue to serve until replaced by the members is set forth below as follows:

Bruce Samuels
633 N.E. 167 Street, Suite 301
North Miami Beach, Florida 33162


8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.

9. The company shall indemnify any and all of its members, officer, employees or agents or former officers, employees or agents or any person or persons who may have served at its request

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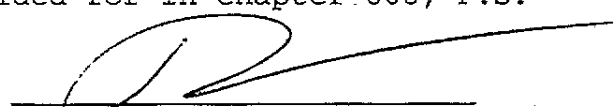
as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or may be threatened to be made a party, by reason of he or she being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in his representative capacity as the duly appointed representative of all of the members of this Company on this 17th day of July, 2003. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.


Ted Klein,
Member Representative

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Florida limited liability company, at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent as provided for in Chapter 608, F.S.


Ted Klein,
Registered Agent