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(Requestor's Name)

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(City/State/Zip/Phone #)

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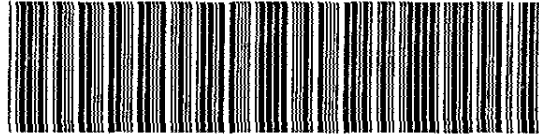
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Schofield & Spencer, P. A.

Suite 300
1429 60th Avenue West
(Flamingo Boulevard)
Bradenton, Florida 34207

Attorneys at Law

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P. Allen Schofield
Mary Anne Spencer
†Laura Jean Guy
Kathleen Constantine
†Also Admitted in the State of
North Carolina

January 26, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
TALLAHASSEE, FLORIDA 32314

RE: **Phoenix Assts, LLC**

Dear Sir:

Enclosed herewith please find the original and one copy of Articles regarding the above named new Limited Liability Company.

Also enclosed is our check in the amount of \$155.00 to cover Filing Fee, Registered Agent's Fee, Corporate Tax and Certified Copy of the Articles .

Please return certified copy of Articles to this office at your earliest convenience.

Sincerely,


P. Allen Schofield

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04 JAN 28 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PHOENIX ASSETS, LLC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be PHOENIX ASSETS, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 10315 44th Ave. W., 39 5th St., Bradenton, FL 34210.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are P. Allen Schofield, Esq., 1429 60th Avenue West, Suite #300, Bradenton, FL 34207.

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE VIII -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

NAME

DEIGNAN MANAGEMENT, INC.

President: Michael Deignan

ADDRESS

5219 N. Catherine , Plattsburgh, NY 12901

NAME

TRIQUEST, LTD

General Partner: Terry Sexton

ADDRESS

5 Haymeadow Rd., Morrisonville, NY 12962

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JAN 28 PM 1:15
CLERK OF COURT
CHASSE, FIDELITY

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Schofield & Spencer, PA, 1429 60th Ave. West, Suite 300, Bradenton, Manatee County, Florida, on January 26th, 2004.

Deignan Management, Inc

By

Michael Deignan
Michael Deignan, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 28 PM 12:16

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Sworn to and subscribed before me this 26th day of January, 2004, by Michael Deignan.

Carla S. Hafer
Notary Public -- State of Florida

Personally Known

OR

Produced Identification

(Seal)

