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04 APR 12 PM 2:17

ALAN F. GONZALEZ, LL.M., P.L.

Attorney at Law

1602 West Sligh Avenue

Suite 100

Tampa, Florida 33604-5806

(813) 935-2552 FAX (813) 932-3528

April 8, 2004

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

Re: D & F Commercial Lending Fund, LLC

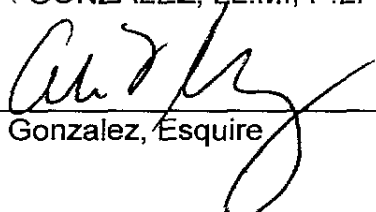
Dear Sir or Madam:

Enclosed herewith please find Articles of Organization for the above-referenced entity. Also enclosed is our check in the amount of \$155.00 to cover the filing fee.

Kindly forward certificate to this office at your first convenience. Thank you for your assistance in this matter.

Very truly yours,

ALAN F. GONZALEZ, LL.M., P.L.



Alan F. Gonzalez, Esquire

AFG:mim
Enclosures

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ARTICLES OF ORGANIZATION

D & F Commercial Lending Fund, LLC

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

ARTICLE I – NAME

The name of this limited liability company (hereinafter referred to as the "Company") shall be:

D & F Commercial Lending Fund, LLC

ARTICLE II – ADDRESS

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

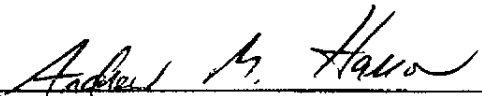
**105 US Highway 301 South
Suite E
Tampa, FL 33619**

ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

**Andrew M. Harrow
105 US Highway 301 South
Suite E
Tampa, FL 33619**

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 as provided for in Chapter 608, Florida Statutes.



**Andrew M. Harrow
Registered Agent**

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TAMPA

ARTICLE IV – MANAGEMENT

This Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V- BUSINESS PURPOSE

The primary business purpose of this Company is to engage in commercial lending and finance along with any other business purposes permitted by law that the managers of this Company deem prudent and for the benefit of the Company.

ARTICLE VI – EFFECTIVE DATE

The effective date of this Company shall be the date of the filing of these articles with the Secretary of State of Florida.

In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: APRIL 5, 2004.

Andrew M. Harrow
Andrew M. Harrow
Managing Member

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TAMPA, FLORIDA