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Certified Copies 1

Certificates of Status 1

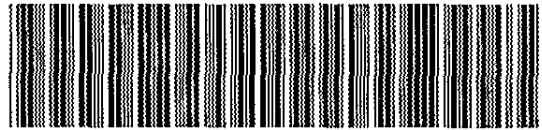
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PEMBROCKE II DEVELOPMENT LLC  
4318 DOWNTOWNER LOOP NORTH, SUITE E  
MOBILE, ALABAMA 36609

April 27, 2004

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
Phone: 850-245-6051

Via Overnight Courier  
Tracking No. IZ FE8 165 13 9444 8887

Re: Articles of Organization for Pembroke II Development LLC

Dear Sir/Madam:

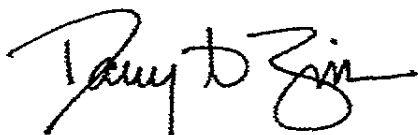
Please find enclosed the Articles of Organization for Pembroke II Development LLC and a registration fee check, numbered 3601, in the amount of One Hundred Sixty Dollars (\$160.00). Also included is a copy of the Articles of Organization for Pembroke II Development LLC in case it is needed for the certified copy that is requested. This registration fee includes the total amount for the i) Filing Fee for Articles of Organization, ii) Designation of Registration Agent, iii) Certified Copy, and iv) Certificate of Status. Please submit the enclosed for registration.

Please remit the copies of the above-referenced documents to company's principal address as follows:

Principal Office Address  
4318 Downtowner Loop North, Suite E  
Mobile, Alabama 36609

If you have any questions, please do not hesitate to contact me at the following daytime phone number: 850-434-7777. Thank you for your assistance in advance.

Sincerely,



Danny A. Zimmern  
Registered Agent

**ARTICLES OF ORGANIZATION  
OF  
PEMBROCKE II DEVELOPMENT LLC**

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 **PEMBROCKE II DEVELOPMENT LLC**, hereinafter the ("Company").

**ARTICLE II- ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is as follows:

**Principal Office Address**

4318 Downtowner Loop North, Suite E  
Mobile, Alabama 36609

**Mailing Address**

4318 Downtowner Loop North, Suite E  
Mobile, Alabama 36609

**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 Operating Agreement.

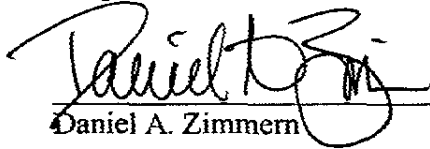
**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida are as follows:

Daniel A. Zimmern

109A East Garden Street  
Pensacola, Florida 32502

*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, F.S.*

  
Daniel A. Zimmern

4.26.04  
Date

#### **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 Operating Agreement.

#### **ARTICLE VI- ADMISSION OF NEW MEMBERS**

Except as set forth in the Operating Agreement, 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 Operating Agreement 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/unanimous vote of all the remaining members.

#### **ARTICLE VIII - MANAGEMENT**

The company shall be managed by a manager in accordance with an Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement 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 company shall be managed by the members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement 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 and managers of the company are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Bernard S. Malkove	Member/Manager	4318 Downtowner Loop North, Suite E Mobile, Alabama 36609
Joseph W. Mishkin	Member	4318 Downtowner Loop North, Suite E Mobile, Alabama 36609
Cynthia J. Denenberg	Member	4318 Downtowner Loop North, Suite E Mobile, Alabama 36609

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Mobile, Alabama, on April 23, 2004.

  
Bernard S. Malkove; Member/Manager