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Gregory H. Fisher, P.A.

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April 28, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Pals Sixty-Four, LLC

Dear Sir or Madam:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Organization;
Designation of Place of Business and Appointment of resident Agent;
Check in the amount of \$125.00;

If satisfactory, please furnish this office with one certified copy of the Articles of Organization. Thank you for your assistance in this matter.

Sincerely,



Gregory H. Fisher

GHF:bh
Enclosures

APPROVED
AND
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04 MAY -3 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PALS SIXTY-FOUR, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter Sixty8, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Pals Sixty-Four, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 714 6th Street West, Tierra Verde, Florida 33715.

ARTICLE III -- DURATION

The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is James R. Dalton, 714 6th Street West, Tierra Verde, Florida 33715.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

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

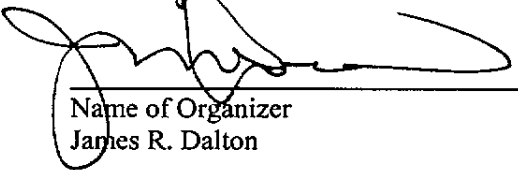
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company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager 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 name and address of the initial manager of the company is James R. Dalton, 714 6th Street West, Tierra Verde, Florida 33715.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tierra Verde, Florida, on this 26 day of April, 2004.


Name of Organizer
James R. Dalton

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to (or affirmed) and subscribed before me this 26 day of April, 2004
by James R. Dalton.



Gregory H. Fisher
Commission # DD 041193
Expires Aug. 16, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public - State of Florida

GREGORY H. FISHER
Print, Type, or Stamp
Commissioned Name of Notary Public

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Personally Known. _____ OR Produced Identification FL D/L

Type of Identification Produced FL D/L

(SEAL)

PALS SIXTY-FOUR, LLC
EXHIBIT A
PARTNERS CAPITAL CONTRIBUTIONS

James R. Dalton
Pamela Johnson

\$500.00
\$500.00

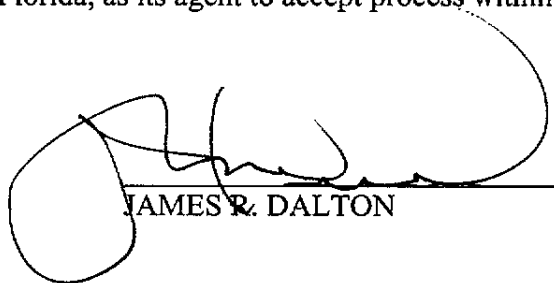
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
WHICH SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In Pursuance of Chapter 608.415(2), Florida Statute, the following is submitted in compliance with said Act:

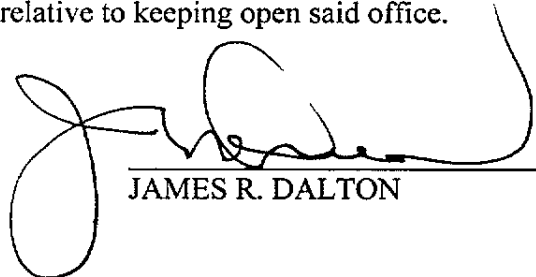
That PALS SIXTY-FOUR, LLC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at the City of St. Petersburg, County of Pinellas, State of Florida has named James R. Dalton, 714 6th Street West, Tierra Verde, County of Pinellas, State of Florida, as its agent to accept process within this state.



JAMES R. DALTON

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Limited Liability Company, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES R. DALTON

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