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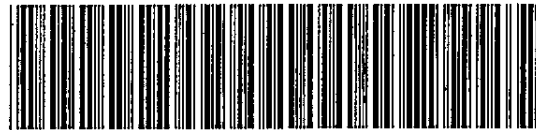
(Business Entity Name)

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J. BRYAN JUN 25 2004

HAL SPENCE, P.A.

Attorney at Law

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June 23, 2004

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

Re: Pay It Forward, L.L.C.

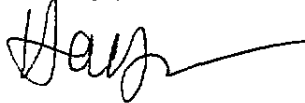
Dear Sir:

Enclosed are the original and one copy of the Articles of Organization of the above limited liability company. We have also enclosed a check in the amount of \$155.00 for the filing fee and **one** certified copy.

Please process this at your earliest opportunity and return the certified copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Hal Spence

HS/tm

Enclosures

**ARTICLES OF ORGANIZATION
OF
PAY IT FORWARD, L.L.C.**

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 Pay It Forward, L.L.C. ("Company").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The mailing and street address of the principal office of the limited liability Company is 739 Hunt Club Trail, Port Orange, FL 32127.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage and to transact any lawful business for which a limited liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability Company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and Florida street address of the limited liability company's registered agent is Bryan J. Disbrow, 739 Hunt Club Trail, Port Orange, FL 32127.

ARTICLE VI - 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 VII - ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VIII - 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 upon 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 IX - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 the consent of all the remaining members.

ARTICLE X - 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

Bryan J. Disbrow, **Managing Member**

Kathryn A. Disbrow

Kenneth Porter

ADDRESS

739 Hunt Club Trail
Port Orange, FL 32127

739 Hunt Club Trail
Port Orange, FL 32127

P. O. Box 2331
New Smyrna Beach, FL 32170

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at New Smyrna Beach, Volusia County, Florida, for the foregoing uses and purposes this 11th day of June, 2004.

Bryan J. Disbrow
Bryan J. Disbrow, Managing Member
Kathryn A. Disbrow
Kathryn A. Disbrow
Kenneth Porter
Kenneth Porter

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME personally appeared BRYAN J. DISBROW, KATHRYN A. DISBROW, and KENNETH PORTER, to me well known to be the organizers of the above limited liability Company and who subscribed the above Articles of Organization, and they freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

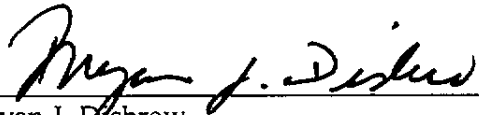
IN WITNESS WHEREOF, I have set my hand affixed my official seal this the 11th day of June, 2004.



Kathy Lee
Notary Public
KATHY LEE
Printed Name of Notary Public
☒ Personally known
☐ Produced Identification
Type of Identification Produced

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Pay It Forward, L.L.C., as the registered agent of this limited liability Company, hereby consents to his appointment as registered agent of the Company.



Bryan J. Disbrow
Registered Agent

EXHIBIT "A"

Kathryn A. Disbrow	\$45.00
Bryan J. Disbrow	\$45.00
Kenneth Porter	\$10.00