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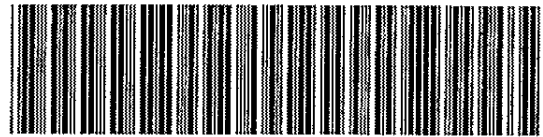
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SEATTLE
TALLAHASSEE FLORIDA

04 JUL 19 PM 3:05

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PADEREWSKI, DANNHEISSER, SWEETING & FLAHERTY, P.A.

ALEXANDER G. PADEREWSKI
B. V. DANNHEISSER, III

ATTORNEYS AT LAW
1834 MAIN STREET
SARASOTA, FLORIDA 34236
(941) 365-7600
FAX (941) 366-6324

MICHAEL E. SWEETING
MARK T. FLAHERTY

July 13, 2004

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: P.I.E. II, LLC

Dear Sir:

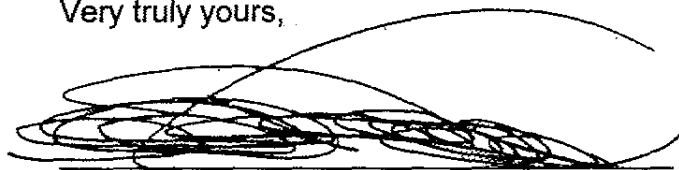
Please find enclosed an original and duplicate of the Articles of Organization for the above-captioned corporation, together with a check in the amount of \$78.75 to cover the following items:

Filing Articles of Organization	\$ 35.00
Registered Agent Filing Fees	\$ 35.00
Certified Copies of Articles	<u>\$ 8.75</u>
Total	\$ 78.75

I would appreciate your returning a certified copy to me.

Thank you for your cooperation.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/as
Enclosure

ARTICLES OF ORGANIZATION

OF

P.I.E. II, LLC

ARTICLE I - NAME

The name of the Florida limited liability company shall be P.I.E. II, LLC.

ARTICLE II - DURATION

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's regulations or these Articles of Organization.

ARTICLE III - ADDRESS

The mailing address and the street address of the principal office of the company is 2104 53rd Avenue East, Bradenton, Florida, 34203.

ARTICLE IV - REGISTERED AGENT

The name and address of the registered agent of the Company is:

Alexander G. Paderewski
1834 Main Street
Sarasota, Florida 34236

ARTICLE V - PERCENTAGE INTEREST; MEMBERSHIP CERTIFICATE

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a membership Certificate issued by the Company.

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SEAL OF THE STATE
TALLAHASSEE FLORIDA

ARTICLE VI - DISSOLUTION

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

ARTICLE VII - TRANSFERABILITY OF MEMBER'S INTEREST

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VIII - MANAGEMENT

The management of the Company is reserved to the members. The name and address of each member is:

1. Janis Dillard Lewis
18154 Fehr Lane
Manchester, MI 48158
2. Margaret P. Kroesch
6000 Indian Creek Drive
Overland Park, Kansas 66207
3. John R. Champion
1030 59th Street
Oakland, California 94608

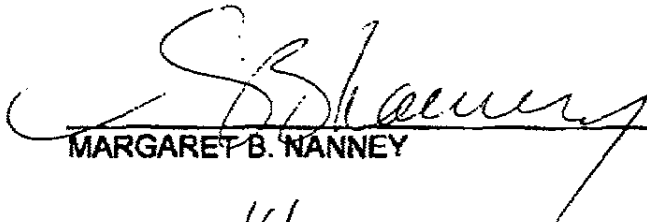
4. Margaret B. Nanney
2104 53rd Avenue East
Bradenton, Florida 34203

ARTICLE IX - PURPOSE OF THE COMPANY

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

ARTICLE X - COMPANY EXISTENCE

The Company's existence shall begin effective as of July 14, 2004.


MARGARET B. NANNEY

Date: July 14, 2004

WRITTEN CONSENT OF MEMBERS TO ORGANIZE

P.I.E. II, LLC

The members of P.I.E. II, LLC, a Florida limited liability company (the "Company"), take the following actions by unanimous written consent to organize the Company.

1. Articles of Organization. The articles of organization of the Company are approved.
2. Managers. The following persons are appointed to the offices set forth opposite their names to serve until their successors are appointed:

Manager: Janis Dillard Lewis
Manager: Margaret P. Kroesch
Manager: John R. Champion
Manager: Margaret B. Nanney
3. Membership Certificates. The membership certificates that are in the Corporate Records binder are approved as the form to be used in issuing units of the Company.
4. Bank Account. The management of the Company shall open an account with a bank or other financial institution and shall deposit in that account all funds of the Company. All resolutions required to open an account in accordance with this paragraph are adopted as the action of the Company.
5. Regulations. The basic form of Regulations in the Corporate Records binder has been adopted by the members.
6. Subscription for Units of the Company. For the consideration determined by the management of the Company to be adequate, the Company will issue a membership certificate for units of the Company to each person named below:

Units

25
25
25
25

Member

Janis Dillard Lewis
Margaret P. Kroesch
John R. Champion
Margaret B. Nanney

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Champion Promotions

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Need all signatures ↓

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The undersigned members of the Company executed this written consent effective as of the 14 day of July, 2004.

Janis Dillard Lewis

JANIS DILLARD LEWIS

Margaret P. Kroesch

MARGARET P. KROESCH

John R. Champion

JOHN R. CHAMPION

Margaret B. Nanney

MARGARET B. NANNEY

1941) 733-3030 P.11

PRESENTER: DORNEIDER BR

JUL-13-2004 16:45

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE


OF

PIE II, LLC.

REGISTERED AGENT/OFFICE

Alexander G. Paderewski, Esquire
1834 Main Street
Sarasota, Florida 34236

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligation of the registered agent position.

A handwritten signature in black ink, appearing to read 'Alexander G. Paderewski', is written over a horizontal line.

ALEXANDER G. PADEREWSKI, Resident Agent

Date: July 27, 2004.