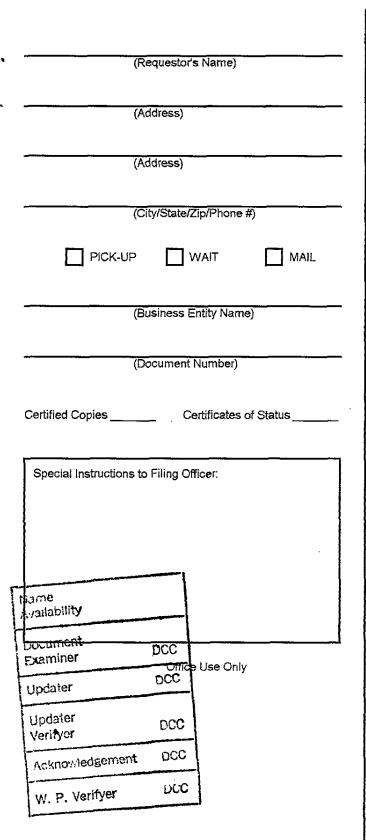
L0400009aa06





100043276891

12/10/04--01040--002 **160.00



ADORNO & Yoss

A PROFESSIONAL ASSOCIATION

1551 FORUM PLACE, BLDG. 200 AND 400 PALM BEACH, FLORIDA 33401 PHONE: (561) 640-8000, FAX: (561) 640-6030 WWW.ADORNO.COM

DONALD P. DUFRESNE

December 9, 2004

VIA UPS

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: PBP41, LLC

Our File No.: 211345.0002

To Whom it May Concern:

Please find enclosed the original Articles of Organization for PBP41, LLC and this firm's trust account check in the amount of \$160.00 for the following:

- 1. Filing Fees;
- 2. Registered Agent Designation;
- 3. Certified Copy of the Articles of Organization; and
- 4. Certificate of Status.

Please file the original Articles and return to the undersigned a Certified Copy of the Articles of Organization and a Certificate of Status in the enclosed self-addressed stamped envelope. Should you have any questions regarding the foregoing, please do not hesitate to contact me.

Very truly yours,

Donald P. Dufresne

DPD/erm

Encl.

cc: PBP41, LLC

ATLANTA BOCA RATON DELRAY BEACH FORT LAUDERDALE LOS ANGELES MIAMI TALLAHASSEE

ARTICLES OF ORGANIZATION

OF

PBP41, LLC

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, *Florida Statutes* Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLES I - NAME

The name of the limited liability company shall be PBP41, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be:

c/o Ronald J. Benach 17747 Lake Estates Drive Boca Raton, FL 33496

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 be perpetual unless the Company is earlier dissolved as provided in theses 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:

c/o Ronald J. Benach 17747 Lake Estates Drive Boca Raton, FL 33496

ARTICLE V - 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 - VI TERMINATION OF EXISTENCE

T

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 the consent of all the remaining member, provided there are at least two remaining members.

ARTICLE VII - 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 who will serve until the first annual meeting or until their successors are elected and qualify are:

2

NAME

ADDRESS

Ronald J. Benach

17747 Lake Estates Drive Boca Raton, FL 33496

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at West Palm Beach, Florida, on the day of work 2004.

STATE OF FLORIDA

) ss

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this day of who produced as identification.

DION Signaturack DUFRESNE
Commission # DD 133527

Signaturacy
The Commission Expires 11-12-2006

PUBLIC Printed Name

ded Through Natary Rublic Underwriters

Notary Seal

3

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **PBP41**, **LLC**, hereby consents to accept services of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.

÷			RONALD	-	CH CH	SECTION AND ACTION	C 01 330 NBZ	
STATE OF FLORIDA)					\$ 1 day	ր Մ	en e
COUNTY OF PALM BEACH)	SS						
The foregoing instrumen								
2004, by RONALD J. BENA	ксн, dentifi			w known	u W	and/or w	no pro	oduced
Notary Seal			NOTARY			PATRICK DU sion # DD 1	FRESNE 33527 -)2-200 nderwiter	6