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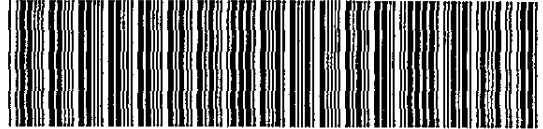
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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al

JOHN W. PERSSE

ATTORNEY AT LAW

CHARTERED

1800 SECOND STREET, SUITE 757
SARASOTA, FLORIDA 34236

TELEPHONE
(941) 366-7589

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January 17, 2005

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

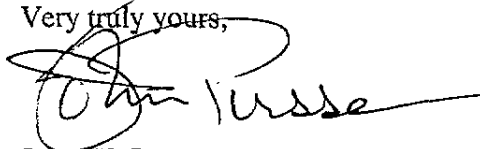
RE: **BROWNSTONE GROUP, LLC**

Dear Sirs/Madams:

Enclosed please find Articles of Organization of the above referenced company. Also enclosed is a check in the amount of \$125.00 for filing the Articles of Organization.

Please process this request at your earliest convenience.

Very truly yours,



John W. Persse

JWP/jvp
Enclosures

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ARTICLES OF ORGANIZATION
of
BROWNSTONE GROUP, LLC

The undersigned person, acting as organizer of BROWNSTONE GROUP, LLC under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

Article I - Name

The name of the limited liability company shall be BROWNSTONE GROUP, LLC and its principal place of business shall be in the County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by its members.

Article II - Purposes and Powers

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any facet of the real estate business
2. To engage in any activity or business authorized under the Florida Statutes.
3. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
4. To buy, sell, own, operate, manage, rent, lease, mortgage, encumber, grant easements, licenses and rights of way in, develop and otherwise deal in real property and any interests therein.
5. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
6. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

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7. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes enumerated herein or otherwise granted or permitted by law while acting as agent, nominee, or attorney-in-fact for any person or corporation, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof and to aid, assist, or participate in any lawful enterprise in connection therewith, or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

8. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

9. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

Article III - Limited Liability Company Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Members of this limited liability company. This article may be amended from time to time by a unanimous vote of the Members of the limited liability company.

Article IV - Duration

The period of duration for this limited liability company shall be perpetual unless dissolved in a manner provided by law or as provided by the operating agreement adopted by the Members.

Article V - Principal Office and Mailing Address

The principal office and mailing address of this limited liability company shall be 19 N. Boulevard of Presidents, #431, Sarasota, Florida 34236

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Article VI - Management

This limited liability company shall be initially managed by its Members.

Article VII - Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 19 N. Boulevard of Presidents, #431, Sarasota, Florida 34236 and the name of the initial registered agent at such address is Lawrence Goldman.

Article VIII - Restrictions on Membership

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as set forth in the operating agreement of the limited liability company.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business of the limited liability company upon the unanimous consent of such remaining members.


THE UNDERSIGNED, being the authorized representative of an organizing member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of BROWNSTONE GROUP, LLC.

Executed by the undersigned on JAN, 17, 2005.


Lawrence Goldman, Member

Acceptance of Registered Agent

The undersigned, having been named as Registered Agent to accept service of process for BROWNSTONE GROUP, LLC at the place designated in Article VII, hereby accepts the appointment as Registered Agent and agrees to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.


Lawrence Goldman

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