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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

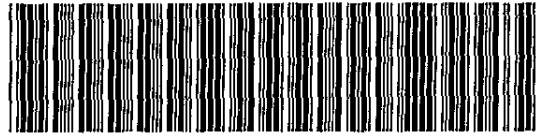
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TALLAHASSEE, FLORIDA

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Fort Lauderdale, Florida 33334

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Website: shermanlegal.com

March 7, 2005

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: PHS Real Estate Investment, LLC

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Organization for the above-captioned corporation. Please file the original Articles and return to me a certified copy, together with a Certificate Under Seal, in the stamped return envelope I have provided.

Our firm's check is enclosed as follows:

\$ 100.00	filing fee
8.75	certified copy
25.00	registered agent designation
5.00	Certificate of Status
<u>\$ 138.75</u>	

Thank you for your consideration.

Sincerely,

SHERMAN LAW OFFICES, CHARTERED

By: 

Kim Douglas Sherman, Esq.

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TALLAHASSEE, FLORIDA

Encl.

cc: Client

**ARTICLES OF ORGANIZATION
OF
PHS REAL ESTATE INVESTMENT, L.L.C.**

ARTICLE I

The name of this Limited Liability Company is:

PHS REAL ESTATE INVESTMENT, L.L.C.

ARTICLE II

This Limited liability Company shall have perpetual existence:

ARTICLE III

This Limited Liability Company is created for the purpose of conducting any lawful business as may be agreed on by the Members. This Limited Liability Company shall have all powers granted to a Limited Liability Company by law.

ARTICLE IV

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

**9861 W. Sample Road
Suite 206
Coral Springs, FL 33076**

This limited Liability Company may have such other place or places of business as the Members from time to time may determine.

The name and address of the initial Registered Agent of this Limited Liability Company is:

**Howard Small
9861 W. Sample Road
Suite 206
Coral Springs, FL 33076**

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ARTICLE V

This Limited Liability Company will be managed by one (1) Manager who shall serve as Manager until the first annual meeting of the members or until his successor(s) is/are elected and qualify. His name and address is:

Howard Small
5004 N.W. 104th Ave.
Coral Springs, FL 33076

ARTICLE VI

The business and affairs of this Limited Liability Company will be regulated pursuant to an Operating Agreement among the Members of this Limited Liability Company.

ARTICLE VII

These Articles of Organization may be amended in the manner provided by law except that any such amendment must be approved by all Members.

ARTICLE VIII

Each Member and Manager or former Member or Manager of this Limited Liability Company, or any person who may have served at the request of this Limited Liability Company as a Manager or agent of another company in which this Limited Liability owns an interest or of which it is a creditor (including in each case their respective executors and administrators), shall be indemnified by this Limited Liability Company against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amount paid in settlement) by reason of having been such a Member or Manager or agent, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Member or Manager or agent. In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Members that such settlement was (or, if still to be made, is) in the best interests of this Limited Liability Company. The right or indemnification hereby provided shall be in addition to any other rights to which any Member or Manager or agent may be entitled.

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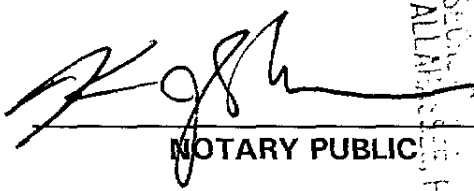

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION THIS 7th DAY OF MARCH, 2005.

PHS REAL ESTATE INVESTMENT, L.L.C.

By: Howard Small
HOWARD SMALL, Managing Member

Before me personally appeared **HOWARD SMALL**, known to me to be the
person who executed the foregoing Articles of Organization.

My Commission Expires:


NOTARY PUBLIC

Kim Douglas Sherman
Commission #DD330824
Expires: Aug 02, 2008
* Bonded Thru
Atlantic Bonding Co., Inc.

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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent, I, **HOWARD SMALL**, hereby state that I am familiar with and accept the duties, responsibilities and obligations as Registered Agent of **PHS REAL ESTATE INVESTMENT, L.L.C.**



HOWARD SMALL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA