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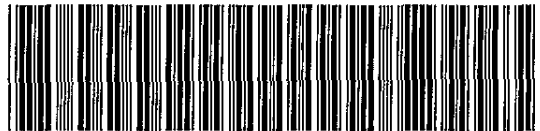
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05 MAR 18 AM 7:48
SEC. OF STATE
TALLAHASSEE, FLORIDA

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March 15, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: P.E.N. 2 PARTNERS, LLC

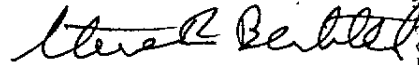
Dear Sir:

For filing, we are enclosing the following:

1. Articles of Organization of P.E.N. 2 Partners, LLC
2. Certificate of Conversation of P.E.N. 2 Partners, a Florida General Partnership

Also enclosed is our firm's check in the amount of \$150.00.

Very truly yours,



STEVEN R. BECHTEL

SRB:cdp
enclosures

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FILED
05 MAR 18 AM 7:48
TALLAHASSEE, FLORIDA
STATE

**ARTICLES OF ORGANIZATION
OF
P.E.N. 2 PARTNERS, LLC
(A Florida Limited Liability Company)**

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 P.E.N. 2 PARTNERS, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 503 N. Interlachen Avenue, Suite #2, Winter Park, Florida 32789.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual commencing on the date these Articles of Organization are filed by the Florida Department of State unless the Company is earlier dissolved as provided in these Articles of Organization or the Operating Agreement of the Company.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is 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 street address of the registered agent of the Company in the State of Florida is Eric Rosoff, 503 N. Interlachen Avenue, Suite #2, Winter Park, Florida 32789.

ARTICLE VI - 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 set forth in the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the members in accordance with the Operating Agreement. This Operating Agreement 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 managing members of the Company is:

Eric Rosoff	503 N. Interlachen Avenue, Suite #2 Winter Park, Florida 32789
Nina Rosoff	3718 Lovers Lane Dallas, Texas 75225
Peter Rosoff	28 Plymouth Road Summit, New Jersey 07901

ARTICLE VIII - RETURN OF CAPITAL

No member may demand return of capital contributions except as may be provided in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization this 14th day of MARCH, 2005.


Eric Rosoff

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05 MAR 18 AM 7:48
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted in compliance with said Act:

That **P.E.N. 2 PARTNERS, LLC** is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization at 503 N. Interlachen Avenue, Suite #2, Winter Park, Florida 32789, Orange County, State of Florida, has named Eric Rosoff as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I am familiar with and accept the obligations of registered agent and agree to act in this capacity, and agree to comply with the provisions of said Act.



Eric Rosoff

05 MAR 18 AM 7:48
STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, P.E.N. 2 PARTNERS, a Florida General Partnership, hereby submits the attached Articles of Organization and Certificate of Conversion to convert to a Florida Limited Liability Company.

1. The name of the General Partnership immediately prior to filing this document was P.E.N. 2 PARTNERS, a Florida General Partnership.
2. The date on which and the jurisdiction in which the General Partnership was first created or otherwise came into being are:
 - a. Date: October 1, 1988
 - b. Jurisdiction: State of Florida (also the jurisdiction immediately prior to the filing of this Certificate)
3. The name of the Limited Liability Company as set forth in the attached Articles of Organization is P.E.N.2 PARTNERS, LLC, a Florida Limited Liability Company.
4. The effective date of this conversion shall be upon the filing of this Certificate and the Articles of Organization.

Prior to filing of this Certificate, the undersigned states that approval of this conversion and the filing of the attached Articles of Organization have been approved by the partners of P.E.N. 2 PARTNERS.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to this Certificate of Conversion this 14th day of MARCH, 2005.


Eric Rosoff

Managing General Partner, P.E.N. 2 PARTNERS,
President of P.E.N. 2 PARTNERS, LLC

