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TALLAHASSEE, FLORIDA

BRUCE R. YOUNG
ATTORNEY AT LAW

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April 12, 2005

E-MAIL: ATTYOUNG@AOL.COM

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: PHOENIX AAA INVESTMENTS, LLC, a Florida limited liability company

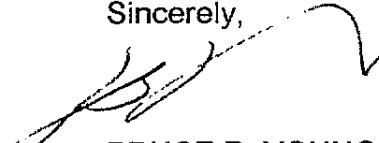
Dear Sir/Madam:

Enclosed please find the following for filing the above-referenced limited liability company:

1. Original and one (1) copy of Articles of Organization and Designation of Registered Agent/Registered Office; and
2. A check in the amount of \$160.00 for your filing fee, a certified copy of the Articles of Organization, and a Certificate of Status.

I would appreciate receiving the certified copy of the Articles of Organization and Certificate of Status at your earliest opportunity. Thank you for your assistance in this matter.

Sincerely,



BRUCE R. YOUNG

BRY/kat
Enclosures

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FALL 2005 E. FLORIDA

ARTICLES OF ORGANIZATION
OF
PHOENIX AAA INVESTMENTS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I--NAME

The name of the limited liability company is PHOENIX AAA INVESTMENTS, LLC.

ARTICLE II--ADDRESS

The mailing address and street address of the principal office of PHOENIX AAA INVESTMENTS, LLC is: 1822 Drew Street, Clearwater, Florida 33765.

ARTICLE III--PURPOSE

This purpose for which PHOENIX AAA INVESTMENTS, LLC is organized is to engage any and all lawful business.

ARTICLE IV-REGISTERED AGENT

The name and Florida street address of the registered agent is:

LARRY BROWN
1822 Drew Street
Clearwater, Florida 33765

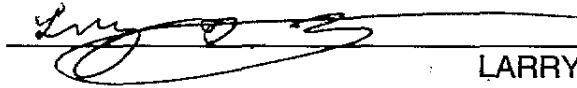
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



LARRY BROWN, Registered Agent


ARTICLE V--MANAGEMENT

PHOENIX AAA INVESTMENTS, LLC is to be managed by the member

(s). The name and address of the managing member is:

ANDREW JONAH (Title: MGRM)
1822 Drew Street
Clearwater, Florida 33765

IN WITNESS WHEREOF, the undersigned member of PHOENIX AAA INVESTMENTS, LLC has signed these Articles of Organization and acknowledges them to be the Articles of Organization of PHOENIX AAA INVESTMENTS, LLC, this 12th day of April, 2005.



ANDREW JONAH
As Managing Member

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TALLAHASSEE, FLORIDA