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FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN
FLORIDA & ALABAMA

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SEAGROVE BEACH, FL 32459

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April 28, 2005

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

**SUBJECT: ARTICLES OF ORGANIZATION FOR:
FLORIDA REAL ESTATE PROPERTIES, LLC
OUR FILE NUMBER: C05-025**

Enclosed are an original and one (1) copy of the Articles of Organization with a check in the amount of \$160.00 encompassing the following fees:

Filing Fee for Articles of Organization and Affidavit	\$100.00
Designation of Registered Agent	25.00
Certificate of Status	5.00
Certified Copy	30.00

If you have questions or concerns regarding the enclosed, please contact Linda Van Tassel at 850-231-3465 (ext. 15).

FRANKLIN H. WATSON, P A
5365 E. Highway 30-A, Suite 105
Seagrove Beach, FL 32459

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA REAL ESTATE PROPERTIES, 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:

FLORIDA REAL ESTATE PROPERTIES, LLC

ARTICLE II - Address:

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

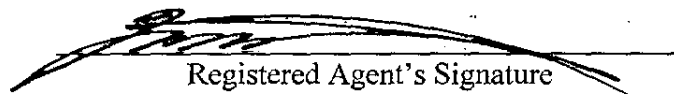
**1545 River Drive, Ste. 205
Sacramento, CA 95815**

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and address of the registered agent and office is:

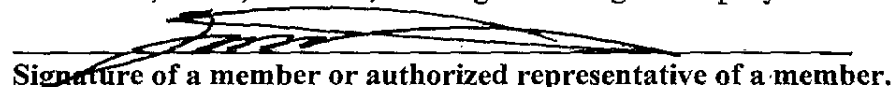
**Lois Payne
1891 Scenic Gulf Dr.
Miramar Beach, FL 32550**

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 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.


Registered Agent's Signature

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one manager or more managers, which may or may not be members, and is, therefore, a manager – managed company.


Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this

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FLORIDA
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affidavit constituted an affirmation under the penalties of perjury that the facts stated herein are true.)

The Company shall be managed by its Manager(s) and Director(s) in accordance with the Operating Agreement ("Agreement") adopted by the members for the management of the business and affairs of the Company. The 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 names and addresses of the initial Manager(s) and Director(s) of the Company is/are:

Manager(s):

Tom Balarsky
1545 River Park Dr., Ste. 205
Sacramento, CA 95815

The number of Managers may be increased or decreased from time to time by amendment to, or in the manner provided by the Company's Agreement.

ARTICLE V – Members

The names and addresses of the initial members of the Company is/are:

Tom Balarsky
1545 River Park Dr., Ste. 205
Sacramento, CA 95815

ARTICLE VI – 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 these articles of organization.

ARTICLE VII - Manager Liability:

The Operating Manager(s) of the Company, shall not be liable to the Company or its members for monetary damages for an act or omission in the Operating Manager(s)'s capacity as Operating Manager(s), except as provided for in Chapter 608 of the Florida Statutes. Any repeal or amendment of this Article V by the members of the Company shall be prospective only and shall not adversely affect any limitation on the liability of the Operating Manager(s) of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the Operating Manager(s) of the Company is/are not liable as set forth in the preceding sentences, the Operating Manager(s) shall not be liable to the fullest extent permitted by any provision of the Florida Statutes hereafter enacted that further limits the liability of the Operating Manager(s) or of a director of a corporation.