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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

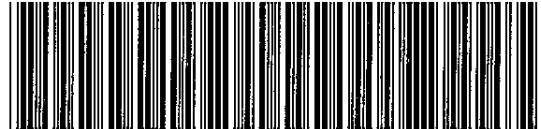
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Effective:
11-16-05

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05 NOV 17 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 11/17/05

REF. #: 000672.44539

CORP. NAME: PHOENIX ACQUISITIONS & DEVELOPMENT, LLC

FILED
05 NOV 17 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 514963 FOR \$ 160.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

Effective:
11-16-05

ARTICLES OF ORGANIZATION

OF

PHOENIX ACQUISITION & DEVELOPMENT, LLC

1. Name. The name of this limited liability company is **PHOENIX ACQUISITION & DEVELOPMENT, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

2. Duration. The Company's existence shall be effective as of November 16, 2005 and shall thereafter be perpetual.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, subject to the Operating Agreement of the Company.

4. Place of Principal Office. The mailing address and the street address of the Company's principal office is **8105 Jenni Avenue, Clinton, MD 20735**.

5. Registered Agent and Office. The name of the initial registered agent of the Company is **F&L Corp.** The street address of the initial registered agent of the Company is **One Independent Drive, Suite 1300, Jacksonville, Florida 32202**.

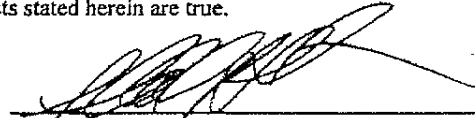
6. Management of the Company. The Company shall be managed by one or more managers in accordance with the Operating Agreement adopted by all of the members and is, therefore, a manager-managed company. The initial Manager of the Company shall be **Atlanta Acquisition & Development, LLC**, a Florida limited liability company.

7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

8. Additional Members. Additional members to the Company may be admitted, but only in accordance with the Operating Agreement of the Company.

The undersigned executed these Articles of Organization on the 17th day of November, 2005.

In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Albert P. Silva, Esq.
Authorized Representative of Member

Effective:
11-16-05

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L CORP.

By: 

Martin A. Traber, Vice President

Dated: November 17, 2005