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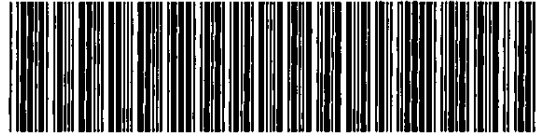
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LAW OFFICES OF
Kenneth D. Kossow, Esq.
J.D., L.L.M. (Taxation), C.P.A.

General Litigation •
Contract Negotiation •
Estate/Tax Planning •
Entity Formation/Real Estate •

1325 Diplomat Parkway
Hollywood, Florida 33019
(305) 450-4886
kkossow@bellsouth.net

August 24, 2006

VIA U.S. MAIL DELIVERY

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Penthouse Group K-35 LLC**

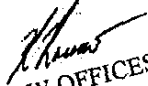
To Whom It May Concern:

Enclosed for filing are Articles of Organization for the above-referenced entity, along with a check payable to the order of the Florida Department of State in the amount of \$155.00 to cover the filing fee for articles of organization and designation of registered agent (\$125.00), and the cost of a certified copy of the articles (\$30.00).

Please return all correspondence concerning this matter to my attention at the Law Offices of Kenneth D. Kossow, Esq., 1325 Diplomat Parkway, Hollywood, Florida 33019.

Thank you.

Sincerely,


LAW OFFICES OF KENNETH D. KOSSOW, ESQ.
Kenneth D. Ko:

Encl.

Cc: Chris Bushing w/ encl. (via e-mail)

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TALLAHASSEE, FLORIDA

PENTHOUSE GROUP K-35 LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **PENTHOUSE GROUP K-35 LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

12830 N.W. 21st Street
Pembroke Pines, Florida 33028

ARTICLE III. REGISTERED AGENT AND OFFICE

The Company designates 1325 Diplomat Parkway, Hollywood, Florida 33019 as the street address of the initial registered office of the Company and names Kenneth D. Kossow the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV. MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial managing member (MGRM) is Christopher Bushing, 12830 N.W. 21st Street, Pembroke Pines, Florida 33028.

ARTICLE V. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated by the written agreement of a majority of ownership interest.

ARTICLE VI. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

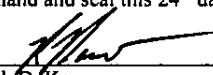
ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member.

ARTICLE VIII. EFFECTIVE DATE

The effective date of these Articles of Organization is August 24, 2006.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24th day of August, 2006.


Kenneth D. Kossow
Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that he is familiar with, and accepts, the obligations of such position.



Kenneth D. Kossow

Dated: August 24, 2006

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