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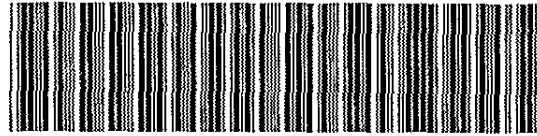
(Business Entity Name)

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KENNETH M. BEANE
Professional Association
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Maitland, Florida 32751

Business Transactions
Estate Planning
Real Estate

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December 28, 2006

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

Re: Pham-Nguyen Properties, LLC
Our File No.: P-7-06

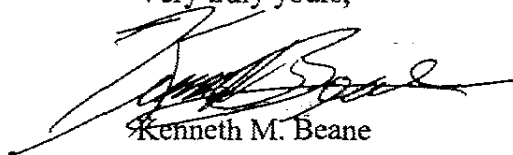
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TALLAHASSEE FLORIDA

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for above-referenced limited liability company, along with my check in the amount of \$125.00 for your filing fee.

I remain,

Very truly yours,



Kenneth M. Beane

KMB/co
Enclosures
Division of Corporations 122806.doc

ARTICLES OF ORGANIZATION OF PHAM-NGUYEN PROPERTIES, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Pham-Nguyen Properties, LLC, and its principal office shall be located at 2820 Walden Pond Cove, in the City of Longwood, County of Seminole, State of Florida, 32779, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial

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interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. To purchase and sell real property, to enter into contracts to purchase or sell real property, and to sign any deed or instrument of conveyance, to sign mortgages and promissory notes, to develop real property or construct improvement on real property.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of and the business and affairs of this limited liability company shall be managed under the direction of Boi-Ngoc M. Nguyen and Quoc-Thuan N. Pham, as the member of this limited liability company and/or individuals as may be named in an operation agreement of the limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows:

Boi-Ngoc M. Nguyen
2820 Walden Pond Cove
Longwood, FL 32779

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CLERK OF SUPERIOR COURT
ALACHUA COUNTY, FLORIDA

and

Quoc-Thuan N. Pham
2820 Walden Pond Cove
Longwood, FL 32779

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 shall be paid to the limited liability company by the members in proportion to the ratio that each member shall share in the profits and losses.

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

Boi-Ngoc M. Nguyen, fifty percent (50%)
Quoc-Thuan N. Pham, fifty percent (50%)

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the same proportion as profits are shared.

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ARTICLE VIII. DURATION

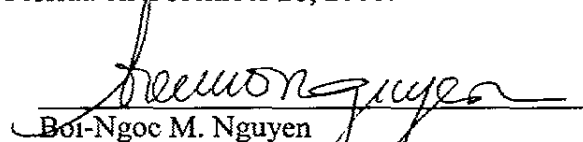
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

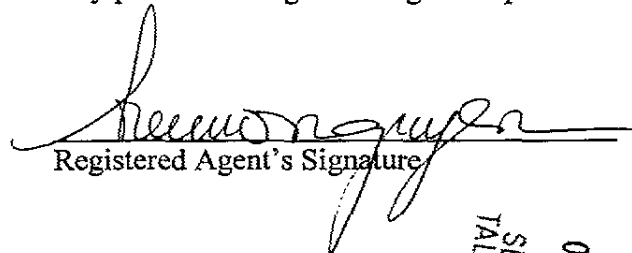
The address of the initial registered office of the limited liability company is 2820 Walden Pond Cove, in the City of Longwood, County of Seminole, State of Florida, 32779, and the name of the company's initial registered agent at that address is Boi-Ngoc M. Nguyen.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of Pham-Nguyen Properties, LLC.

Executed by the undersigned at Maitland, Florida on December 28, 2006.


Boi-Ngoc M. Nguyen

Having been named as registered agent and to accept services 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 the 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 as provided for in Chapter 608. *Florida Statutes*.


Registered Agent's Signature

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State of Florida) ss

County of Orange)

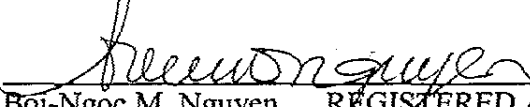
Pursuant to the provisions of Sections [608.415 or 608.507 if a foreign limited liability company] and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is PHAM-NGUYEN PROPERTIES, LLC


The name of the registered agent for PHAM-NGUYEN PROPERTIES, LLC is Boi-Ngoc M. Nguyen and the street address of the company's principal office where the agent is located is 2820 Walden Pond Cove, in the City of Longwood, County of Seminole, State of Florida, 32779.

This statement is to acknowledge that, as indicated above, PHAM-NGUYEN PROPERTIES, LLC has appointed me, Boi-Ngoc M. Nguyen as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

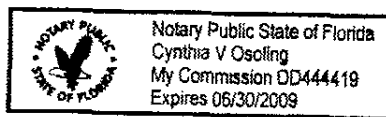
This 28 day of December, 2006.


Boi-Ngoc M. Nguyen REGISTERED AGENT

The foregoing instrument was acknowledged before me this 28th of December, 2006 by Boi-Ngoc M. Nguyen, agent on behalf of PHAM-NGUYEN PROPERTIES, LLC, a limited liability company. She is personally known to me or has produced Florida Driver's License as identification.


Notary Public

My Commission Expires:



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