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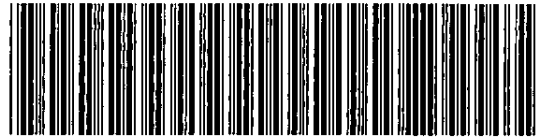
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LAW OFFICES

**VIHLEN & ASSOCIATES, P.A.**

**1485 INTERNATIONAL PARKWAY, SUITE 1031  
HEATHROW, FLORIDA 32746**

SIDNEY L. VIHLEN, III  
STEPHANIE L. BRENNAN

TELEPHONE: (407) 333-8880  
TELECOPIER: (407) 333-8881  
LAW@VIHLEN-ASSOCIATES.COM

November 8, 2007

Department of State  
Division of Corporations  
Attn: Registration Section  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Filing Articles of Organization of Penquisitions, LLC

Dear Sir/Madam:

Enclosed, please find the original Articles of Organization for Penquisitions, LLC, for filing with your office.

Additionally, you will find a check, made payable to the Florida Department of State in the amount of \$160.00, representing the required filing fee, consisting of the following:

Filing Fee	\$100.00
Designation of Registered Agent	\$ 25.00
Certified Copy	\$ 30.00
Certificate of Status	<u>\$ 5.00</u>
Total	<u>\$160.00</u>

Please transmit to our office a certified copy of the duly filed Articles of Organization of Penquisitions, LLC and the Certificate of Status once filed.

Any questions regarding this matter should be directed to us at (407) 333-8880. Thank you for your assistance with this matter.

Sincerely,

VIHLEN & ASSOCIATES, P.A.

Sidney L. Vihlen, III

SLV,III/sab  
enclosures

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**ARTICLES OF ORGANIZATION  
OF  
PENQUISITIONS, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I - Name and Principal Place of Business**

The name of the limited liability company shall be **PENQUISITIONS, LLC**, and its principal office (street and mailing addresses) shall be located at 1485 International Parkway, Suite 1001, Heathrow, Florida 32746, 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 - Registered Agent and Registered Office**

The address of the initial registered office of the limited liability company is 1485 International Parkway, Suite 1031, Heathrow, Florida 32746, and the name of the company's initial registered agent at that address is Vihlen & Associates, P.A.

**ARTICLE III - 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 by the limited liability company within the State of Florida, and any other states and in any part of the world, and for which the limited liability company is authorized to transact, shall be as follows:

1. to engage in any activity or business authorized under the laws of the State of Florida;
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 invest in, buy, own, hold, sell, convey, lease, mortgage, pledge, exchange and otherwise dispose of property of all kinds, real, personal and mixed, including stocks, bonds, and securities issued or rated by any organization in any State or Country, and whether now or hereafter organized and including rights, easements, and incorporeal hereditaments, appurtenant thereto, and including patents, patent rights, and processes, copy rights, permits, privileges, franchises and licenses; and while the owner of any property, to exercise all the rights, powers, and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it;
4. 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;

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5. to enter into and make all necessary contracts for its business with any person, entity, partnership, association, limited liability company, corporation, domestic or foreign, or with any domestic or foreign state, government, or governmental authority, or with any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts;

6. 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 interest of the property of the entity 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; and

7. to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, 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 growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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 the 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 IV - 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, the managers of this limited liability company. This Article may be amended from time to time by a vote of the majority in interest of the members of the limited liability company.

#### **ARTICLE V - Membership Restrictions**

Members shall have the right to admit new members by a vote of the majority in interest of the members of the limited liability company in accordance with the terms and conditions of this limited liability company's Operating Agreement. Contributions required by new members shall be determined as of the time of admission to the limited liability company.

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A Member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of the majority in interest of the members of the limited liability company in accordance with the terms and conditions of this limited liability company's Operating Agreement.

The limited liability company may also admit associate members who do not have voting or financial rights in the limited liability company.

Upon 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 with the consent of a majority in interest of the remaining members in accordance with the terms and conditions of this limited liability company's Operating Agreement

#### **ARTICLE VI - Capital Contributions**

The initial capital contribution shall be as determined by a vote of the majority in interest of the members, with each member contributing toward such initial capital contribution in accordance with their membership percentage.

Additional contributions shall be made as determined by a vote of the majority in interest of the members. Members will make any required additional capital contributions in proportion to their percentage interest at the time of the required additional capital contributions.

#### **ARTICLE VII - Profits and Losses**

Each member shall be entitled to a distributive share of the profits and losses of the business of the limited liability company in accordance with the member's ownership percentage. The distributive share of the profits or losses, as the case may be, shall be determined and paid to or by the members each year on a date determined by a vote of the majority in interest of the members.

#### **ARTICLE VIII - Duration**

This limited liability company shall exist until dissolved in a manner provided by law.

#### **ARTICLE IX - Management**

The limited liability company is to be managed by a manager or managers and is, therefore, a manager-managed company. The name and address of the initial managers who are to serve as managers until a successor or successors are elected and qualified are as follows:

H. Eliot Subin, 1485 International Parkway, Suite 1001, Heathrow, Florida 32746; and  
Michael E. Lewis, 1485 International Parkway, Suite 1001, Heathrow, Florida 32746.

#### **ARTICLE X - Powers of the Managers**

The managers, individually and/or jointly, shall have the sole right to manage the business of the limited liability company as provided by law or this instrument, including, without limitation,

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the following:


1. to have and exercise all the powers specified or otherwise permitted by the laws of the State of Florida;
2. to enter into, make, perform and carry out, or cancel and rescind contracts for any lawful arrangements for sharing profits or providing pensions to its employees;
3. to enter into general or limited partnership, limited liability company, corporation or joint venture, the purpose of which is similar to the purposes hereinafter set forth in this article;
4. to acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, let as lessor, subdivide, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character, and description whatsoever or any interest therein;
5. to acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character, and description whatsoever or any interest in them;
6. to acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnerships, individuals, or other entities;
7. to borrow or raise monies from time to time, without limit as to amount, to execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities, including but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the corporation, whether at the time owned or after acquired;
8. to make donations for the public welfare or for charitable, scientific or educational purposes;
9. to indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate, is or was a member, manager or officer of the limited liability company, or of any entity which he/she served in such capacity at the request of the limited liability company, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him/her in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it, and to reimburse any such person any amount paid upon any judgment or in the reasonable costs of settlement of any such action, suit or proceeding; but to make no indemnification or reimbursement in relation to matters as to which it shall be finally adjudged in this action, suit, or proceeding that the member, manager or officer is liable for gross negligence or willful misconduct in the performance of duty to the limited liability company;

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10. to do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or any other purpose which the manager or members may deem advantageous for the limited liability company, the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in conjunction with other limited liability companies, corporations, firms or individuals, and either as principals or as agents, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them; and

11. to execute or deliver any other documents and contracts on behalf of the limited liability company as may be deemed necessary or desirable for the limited liability company's business.

**IN WITNESS HEREOF**, the undersigned, as a manager and an authorized representative of the members, has signed and acknowledged these Articles of Organization on this 64 day of November, 2007.

  
\_\_\_\_\_  
MICHAEL E. LEWIS, Manager and  
Authorized Representative

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**REGISTERED AGENT'S CERTIFICATE OF ACCEPTANCE**

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 as provided for in Chapter 608, Florida Statutes.

VIHLEN & ASSOCIATES, P.A.  
1485 International Parkway, Suite 1031  
Heathrow, Florida 32746  
(407) 333-8880

  
\_\_\_\_\_  
SIDNEY L. VIHLEN, III, President