

Division of Corporations

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Florida Department of State

Division of Corporations

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Sandra B. Morham, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
Account Number : 076666003611
Phone : (941) 748-0100
Fax Number : (941) 745-2093

LIMITED LIABILITY COMPANY

PAN-FMN,L.L.C.

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY****ARTICLE I - NAME**

The name of the limited liability company is PAN-FMN, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is c/o Robert D. Ferris, CPA, P.O. Box 700, Sarasota, FL 34230; 2389 Ringling Blvd., Suite D, Sarasota, Florida 34237.

ARTICLE III - DURATION

The term of duration for the limited liability company shall begin upon filing these articles of organization with the Florida Department of State and shall expire on December 31, 2051.

ARTICLE IV - MANAGEMENT

The limited liability company is managed by managers and the names and addresses of the initial managers are:

Peter A. Nilsen
c/o Robert D. Ferris, CPA
2389 Ringling Blvd., Suite D
Sarasota, Florida 34237

Flora Mae Nilsen
c/o Robert D. Ferris, CPA
2389 Ringling Blvd., Suite D
Sarasota, Florida 34237

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous consent.

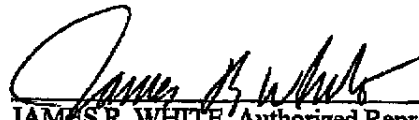
Prepared by:
James R. White
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 092959

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ARTICLE VI - MEMBER'S RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member (a "Withdrawal Event"), or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be only upon the consent of all of the remaining Members within 90 days after the Withdrawal Event and there are at least two remaining Members, or, if there are not at least two remaining Members, the remaining Member admits a new Member within 90 days after the Withdrawal Event.


JAMES R. WHITE, Authorized Representative of
a Member

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**PAN-FMN, L.L.C.
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of PAN-FMN, L.L.C. deposes and says:

1. The above-named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is Zero Dollars (\$0.00). No property has been contributed by the members.
3. The total amount of cash anticipated to be contributed by members is One Hundred Thousand Dollars (\$100,000.00). This total includes the amount from two above. No property is anticipated to be contributed by the members.


PETER A. NILSEN, Member

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

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**PAN-FMN, L.L.C.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

PAN-FMN, L.L.C.

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

Blalock, Landers, Walters & Vogler, P.A.

(Name)

802 - 11th Street West

(P.O. Box or Mail Drop Box NOT acceptable)

Bradenton, Florida 34205

(City/State/ZIP)

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

*BLALOCK, LANDERS, WALTERS and VOGLER, P.A., a
Florida professional service corporation*

By: 

Print Name: Robert G. Blalock

Its: President

Dated: December 23, 1998

Filing Fee: \$ 35 for Designation of Registered Agent

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