

September 15, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

100003396421--3
-09/18/00--01096--024
****160.00 ****160.00

Re: NxtThought, L.L.C.

Enclosed is an original and one (1) copy of each of the Articles of Organization, the Affidavit of Membership and Contribution, and the Certificate of Designation of Registered Agent/Registered Office in connection with the organization of the above-named limited liability company. A check for \$160.00 is enclosed in payment of the new Florida LLC filing fee (\$100), the registered agent fee (\$25), the certificate of status fee (\$5), and the certified copy of record fee (\$30).

Please return the filed copy to:

Jonathan L.W. Carroll
NxtThought, L.L.C.
103 Golfview Drive
Tequesta, Florida 33469-1920

Please feel free to contact the undersigned at 561-743-1118 if you have questions regarding this filing.

Sincerely,



Jonathan Carroll
Initial Member
NxtThought, L.L.C.

FILED
NO SEP 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-11375
JR

**ARTICLES OF ORGANIZATION
OF
NxtThought, L.L.C.**

**ARTICLE 1
NAME OF COMPANY**

The name of the limited liability company is NxtThought, L.L.C. (the "Company").

**ARTICLE 2
ADDRESS OF PRINCIPAL OFFICE**

The mailing address and street address of the principal office of the Company is 103 Golfview Drive, Tequesta, Florida 33469-1920.

**ARTICLE 3
REGISTERED OFFICE AND AGENT**

The name and street address for the initial registered agent of the Company is Jonathan L.W. Carroll, 103 Golfview Drive, Tequesta, Florida 33469-1920.

**ARTICLE 4
PERIOD OF DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE 5
MANAGEMENT**

The Company will be managed by managers in accordance with the Company's regulations. The name and business address of the initial managers who shall serve until the first annual meeting of the members or until their successors are elected and qualified are Jonathan L.W. Carroll, 103 Golfview Drive, Tequesta, Florida 33469-1920, and Gerald S. Washburn, 12329 164th Court North, Jupiter, Florida 33478.

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TALLAHASSEE, FLORIDA

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**ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the managers in accordance with the Company's regulations. An assignee of a membership interest shall become a member upon transfer of such membership interest in accordance with the Company's regulations.

**ARTICLE 7
CONTINUATION OF BUSINESS**

Upon the death, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.



Signature of a member or an authorized representative of a member

(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.)

Jonathan L.W. Carroll, as Registered Agent of NxtThought, LLC
Typed or printed name of signer

00 SEP 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

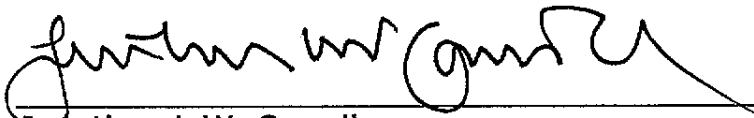
**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT & REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITE LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is NxtThought, L.L.C.
2. The name and the Florida street address of the registered agent
and office are:

Jonathan L.W. Carroll
103 Golfview Drive
Tequesta, Florida 33469-1920

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.



Jonathan L.W. Carroll

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TALLAHASSEE, FLORIDA