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Refer to File No.
2001084

Writer's Direct Dial No.
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November 17, 2000

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-11/21/00--01011--004
****125.00 ****125.00

Re: W Consulting, LLC

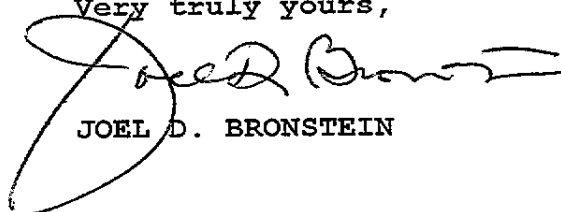
Gentlemen:

In order to form the referenced limited liability company, we enclose for filing two copies of the Articles of Organization along with a check in the amount of \$125.00

Please file the Articles of Organization and return one copy that is marked with the filing information to the undersigned. If you have any questions or need any further assistance before the Articles of Organization can be filed, please contact the undersigned by telephone rather than returning the documents.

Thank you in advance for your assistance in this matter.

Very truly yours,


JOEL D. BRONSTEIN

JDB/dmg
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 20 PM 2:34

**ARTICLES OF ORGANIZATION
OF
W CONSULTING, LLC**

The undersigned hereby forms a Limited Liability Company under Florida Statutes Chapters 608. The following Articles of Organization are hereby adopted.

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be W CONSULTING, LLC.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability Company is 1202-4 Cross Creek Way, Tallahassee, FL 32301.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 1202-4 Cross Creek Way, Tallahassee, FL 32301, and the name of its initial registered agent at such address is Nikki L. Wiktorsson.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VI.
RESTRICTIONS ON TRANSFER OF MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS

A Member's interest in the Limited Liability Company may not be sold or otherwise transferred except with the affirmative vote of the Members who hold a majority of the Voting Percentage Interests of the Limited Liability Company and must be otherwise in accordance with the Operating Agreement of the Limited Liability Company. Admission of new Members requires the affirmative vote of the Members who hold a majority of the Voting Percentage Interests of the Limited Liability Company. The ownership interests and voting rights and interests of the Members shall be determined in accordance with the Operating Agreement of this Limited Liability Company.

ARTICLE VII.
CONTINUATION

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 upon affirmative vote of a majority of the remaining Members who hold voting interests.

ARTICLE VIII.
MANAGEMENT

Management of the Limited Liability Company is reserved to its Managing Member in accordance with the Operating Agreement of this Limited Liability Company. The name of the Managing Member is Nikki L. Wiktorsson. The address of the Managing Member is 1202-4 Cross Creek Way, Tallahassee, FL 32301.

ARTICLE IX.
OPERATING AGREEMENT

The Voting Members, by the affirmative vote of the Voting Members who hold a majority of the Voting Percentage Interests of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal an Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

**ARTICLE X.
AMENDMENT**

These Articles of Organization may be amended by the affirmative vote of the Voting Members who hold a majority of the Voting Percentage Interests of the Limited Liability Company in accordance with the Operating Agreement of the Limited Liability Company.

The undersigned, being the Managing Member of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of W CONSULTING, LLC.

Executed by the undersigned on November 6, 2000.



Nikki L. Wiktorsson

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the W CONSULTING, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 6 day of November, 2000.



Nikki L. Wiktorsson