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WALK IN

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CERTIFIED COPY _____ CUS _____

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1.) Checkmark Systems, LLC. 308002164433-2
(CORPORATE NAME & DOCUMENT #) -05/02/97--01134--014
****285.00 ****285.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

FILED
97 MAY - 1 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
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SPECIAL INSTRUCTIONS _____

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ARTICLES OF ORGANIZATION
OF
CHECKMARK SYSTEMS, LC

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These Articles of Organization are being executed as of the 29th day of April, 1997, for the purpose of forming a Limited Liability Company, pursuant to the Florida Limited Liability Company Act.

The undersigned, being duly authorized to execute and file these Articles, hereby certifies as follows:

ARTICLE I - Name:

The name of the Limited Liability Company is:

CHECKMARK SYSTEMS, LC

ARTICLE II - Address:

The street address of the initial registered office of the Limited Liability Company in the State of Florida is 10913 North Dale Mabry Highway, Tampa, Florida 33618 and the name of the initial registered agent at that address is Patrick T. Granaghan.

The street address of the principal office of the Limited Liability Company is the same as above.

ARTICLE III - Duration:

The latest date on which the Limited Liability Company is to dissolve is December 31, 2047.

ARTICLE IV - Management:

This Limited Liability Company will not have managers, however, the management of the Limited Liability Company is reserved to the Members. The names and addresses of the initial Members are as follows:

<u>Name</u>	<u>Address</u>
L. Erich Braun	10913 North Dale Mabry Highway, Tampa, Florida 33618
Terrell A. Swan	409 1st Street, Petaluma, California 94952

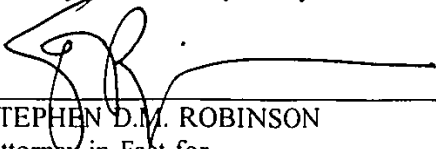
ARTICLE V - Admission of Additional Members:

It is the right of the remaining members to admit additional members.

ARTICLE VI - Members Rights to Continue Business:

It is 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 or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

IN WITNESS WHEREOF, I, Stephen D.M. Robinson, attorney-in-fact for L. Erich Braun and Terrell A. Swan, Initial Members, for the purpose of forming a Limited Liability Company, pursuant to the Florida Limited Liability Company Act, do make these Articles of Organization, hereby declaring and certifying that this Instrument is my act and deed and that the fact herein are true, and accordingly have hereunto set my hand the day and year first above written.

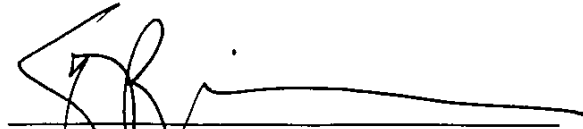


STEPHEN D.M. ROBINSON
Attorney-in-Fact for
L. Erich Braun, Initial Member
Terrell A. Swan, Initial Member
Suite 300A
Two Greenville Crossing
4001 Kennett Pike
Wilmington, Delaware 19807

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CHECKMARK SYSTEMS, LC deposes and says:

- 1) the above named Limited Liability Company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$50,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$50,000.00. This total includes amounts from 2 and 3 above.



STEPHEN D.M. ROBINSON
Attorney-in-Fact for:
L. Erich Braun, Initial Member
Terrell A. Swan, Initial 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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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CHECKMARK SYSTEMS, LC

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

PATRICK T. GLANAGHAN
Name

10913 N. DARE MARY HWY
(P.O. Box not acceptable)

TAMPA, FL. 33618-4122
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

P. T. Glanaghan
(Signature)

4/22/97
(Date)