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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

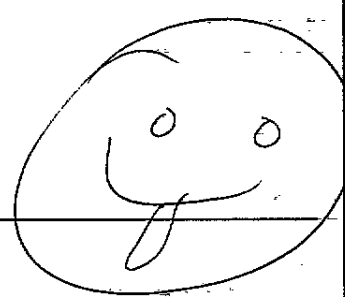
Zoller, NAJJAR & Shroyer LC

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File cert
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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 99 NOV - 1 PM 12:00
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 RECEIVED
 99 NOV - 1 AM 10:08
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7/1/99



Signature

Requested by:

CD 11-1-99 11:00
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF ORGANIZATION

FOR

ZOLLER, NAJJAR & SHROYER, L.C.

The undersigned, acting as the agent duly authorized by the organizing Members of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby forms a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby sets forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is ZOLLER, NAJJAR & SHROYER, L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually until dissolved in accordance with Section 608.441 of the Act.

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ARTICLE III

Purpose

The Company is organized to engage in the business of professional engineering, surveying and consulting and for any other business permitted under the Act.

ARTICLE IV

Principal Office

The street address of the principal office of the Company shall be 201 5th Avenue Drive East, Bradenton, Florida 34208, and the mailing address shall be Post Office Box 9448, Bradenton, Florida 34206.

ARTICLE V

Registered Agent and Office

The initial registered agent for the Company shall be THOMAS W. HARRISON, and the address of the registered agent for service of process shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

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ARTICLE VI

Management of Business

The Company shall be managed by a manager or managers. The managers shall have the right as may be set forth in the Regulations for the Company from time to time to elect officers for the Company. The qualifications for the managers and officers shall be specified in the Regulations. The managers and officers

will have the power and authority granted by the Members from time to time as provided in the Regulations.

ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only by the affirmative vote of all of the other Members and upon terms and conditions established by the Members from time to time in their sole discretion.

ARTICLE VIII

Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

ARTICLE IX

Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

(c) Conveyances. The right and manner to convey and encumber title to all real and personal property of the Company shall be as specified in the Regulations.

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ARTICLE X

Amendments

These Articles may be amended or restated at any time by a vote of the Members holding a majority in interest of the Company, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XI

Regulations

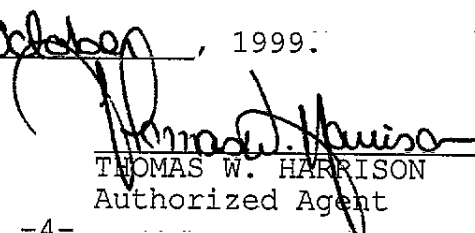
Regulations shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Regulations may conflict with the provisions of these Articles unless permitted herein. The power to adopt, amend, or repeal the Regulations shall be set forth in the Regulations.

ARTICLE XII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except as may be specified in the Regulations.

IN WITNESS WHEREOF, the undersigned organizer of ZOLLER, NAJJAR & SHROYER, L.C., has executed these Articles of Organization this 28th day of October, 1999.


THOMAS W. HARRISON
Authorized Agent

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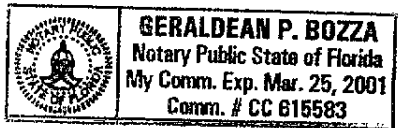
STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28
day of October, 1999 by THOMAS W. HARRISON, who is personally
known to me and did not take an oath.

Gerald P. Bozza
Signature of Person Taking Acknowledgment

GERALDEAN P. BOZZA
Name of Acknowledger Typed, Printed or Stamped

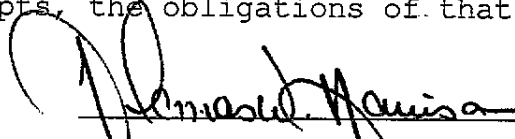
My commission expires: _____



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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT
FOR ZOLLER, NAJJAR & SHROYER, L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.



DATED: 10-28-99

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