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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRET
DIVISION OF CORPORATIONS
97 MAR 28 PM 1:24

SUBJECT: JJR ASSOCIATES, LLC
(Proposed limited liability company name - must include suffix)

800002128788--5
-03/31/97--01117--023
****285.00 ****285.00

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. **Please send one check for the total amount made payable to the Florida Department of State.**

FROM: RUTH M DeBUSK, RD, PhD
Name (Printed or typed)
3583 DOENS DRIVE
Address
Tallahassee, FL 32303-2304
City, State & Zip
904-542-3261
Daytime Telephone number

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 28 PM 1:24

ARTICLE I - Name:

The name of the Limited Liability Company is:

JJR & Associates, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3583 Doris Drive
PO Box 4344
Tallahassee, FL 32315-4344

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

RUTH M DeBUSK, RD, PhD
PO Box 4344
Tallahassee, FL 32315

JACK G. SAMS
INNOVATION PARK /Tallahassee
1673 W. Paul Dirac Drive
Tallahassee, FL 32310

Jim Gilpin, President
Interactive Training Media, Inc
1725 E. Mahan Drive 2B
Tallahassee, FL 32308

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

as designated in the attached operating agreement:

*"Additional members may be admitted by a majority.
Unanimous consent is not required."*

ARTICLE VI - Members Rights to Continue Business:

The right, if given, 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 shall be:

*as provided for by the Florida Limited Liability
Company Act.*

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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97 MAR 28 PM 1:24

The undersigned member or authorized representative of a member of _____
JJRQ ASSOCIATES, LLC 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 \$ 500.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 250,000.
- 5) the total amounts of 2, 3 and 4 is \$ 250,000.

[Handwritten Signature]
Signature of a member or authorized representative of a 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.)

FILED
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DIVISION
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: JJR ASSOCIATES, LC

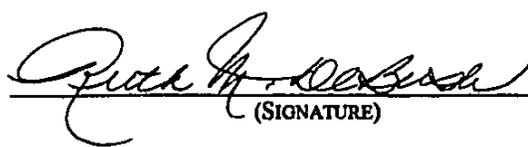
2. The name and address of the registered agent and office is:

RUTH M DeBUSK, RD, PhD
(NAME)

3583 Doris Drive
(P. O. Box NOT ACCEPTABLE)

Tallahassee, FL 32303-2304
(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, 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.


(SIGNATURE)

3/27/97
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent