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Glen McClary, Esquire
231 E. Adams Street
Jacksonville, Florida 32202
(904) 353-6241

MJH

December 28, 1999

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-12/30/99-01059-019
***160.00 ***160.00

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Registration of a Florida LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization for a new Florida limited liability company, MBE LLC. In accordance with Chapter 608, Florida Statutes, please register MBE LLC as a Florida LLC as soon as possible.

Enclosed is a check for \$160.00 payable to the Florida Department of State to cover the filing fee, designation of registered agent, certified copy, and a certificate of status.

Thank you.

Respectfully,


Glen McClary

GM/mc

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 1:25

ARTICLES OF ORGANIZATION
OF
MBE LLC
A FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 1:25

ARTICLE I
NAME

The name of this limited liability company is MBE LLC, referred to in these Articles of Organization as the "Company."

ARTICLE II
ADDRESS

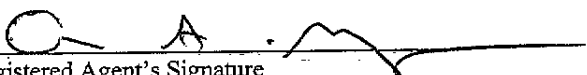
The mailing address and street address of the principal office of the Company is 1710 Challen Avenue, Jacksonville, Florida 32205.

ARTICLE III
REGISTERED AGENT

The name and Florida street address of the Company's registered agent is:

Glen McClary, Esq.
231 E. Adams Street
Jacksonville, Florida 32202

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 as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

ARTICLE IV

MANAGEMENT BY MEMBERS

Section 4.01 Member Management

The Company will be managed by its members in accordance with their membership interests and as provided in the Operating Agreement.

Section 4.02 Nonliability of Members for Acts or Omissions in Their Managerial Capacity

To the full extent permitted by Florida's Limited Liability Company Act, all members are released from liability for damages and other monetary relief on account of any act, omission, or conduct in the member's managerial capacity. No amendment or repeal of this section affects any liability or alleged liability of any member for any acts, omissions, or conduct that occurred prior to the amendment or repeal.

ARTICLE V

PURPOSE AND POWERS

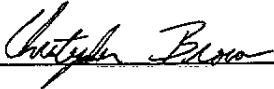
This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement, as may be amended from time to time, will govern.

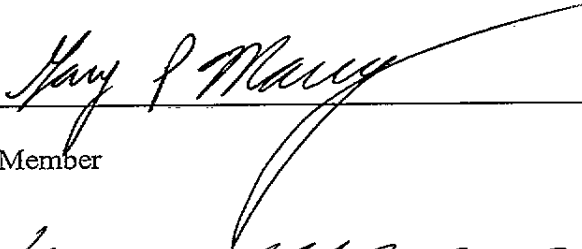
Executed this 28th day of December, 1999



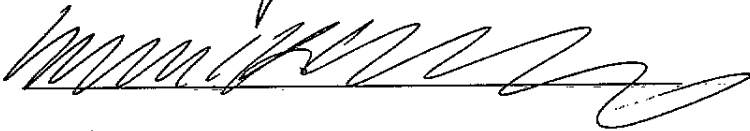
Member



Member



Member



Member

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