

BEGGS & LANE

A REGISTERED LIMITED LIABILITY PARTNERSHIP

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February 28, 2000

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E. DIXIE BEGGS
Retired

BERT H. LANE
1917-1991

ROBERT L. CRONGEYER
Of Counsel

Florida Department of State
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: IT Ventures, L.L.C./
Articles of Organization

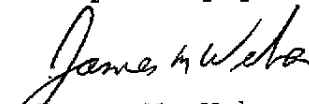
Dear Ladies and Gentlemen:

Enclosed please find the following:

- (1) The original and one copy of the Articles of Organization of IT Ventures, L.L.C., which contains the registered office and registered agent statement.
- (2) Our check for \$155.00 to cover the filing fee, the designation of Agent, and certified copy.
- (3) Self-addressed envelope for your use in returning a certified copy to us.

Should you have any questions or require anything further from us, please call. Thank you for your attention to this matter.

Very truly yours,


James M. Weber
For the Firm

JMW:jrg

Enclosures

00 MR - 1 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



ARTICLES OF ORGANIZATION

FOR

IT VENTURES, L.L.C.

Pursuant to the Provisions of Chapter 608 of the Florida Statutes, 1999, the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name and Address

The name of the limited liability company is IT Ventures, L.L.C. (The "Company"). The mailing address and the street address of the principal office of the limited liability company are:

3813 Mariner Drive, Unit E
Panama City Beach, Florida 32408

ARTICLE II

Duration

The term of duration of this Company shall be from the date of filing of these Articles of Organization with the Florida Department of State until the earlier to occur of the following:

- (1) The date upon which a dissolution of the Company occurs pursuant to the laws of the State of Florida, or
- (2) The date upon which a dissolution occurs pursuant to the terms of the Operating Agreement of the Company, as in effect on the date a dissolution occurs.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III

Purposes

The company is formed for the purposes of acquisition, ownership, operation, management, mortgaging, encumbering, selling, exchanging, leasing, developing or otherwise disposing of property (including real or personal property, tangible or intangible), participating in venture capital financing to the extent and in the manner permitted by applicable law, acquiring and holding various stocks, securities, bonds and other investment and property ownership interests, and the transaction of other lawful acts or activities for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Statute. The Company is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval being first obtained. In addition to the powers prescribed by law, the Company shall have the power to do all things necessary or convenient to accomplish its purpose and operate its business and affairs, all in accordance with applicable law.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 4265 Brookside Drive, Pensacola, Florida, 32503, and its registered agent at such address shall be Aubrey T. Hornsby.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

Initial Members

The names and addresses of the initial members are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen R. Wilson	3813 Mariner Drive Unit E Panama City Beach, FL 32408
Innes B. Hornsby	825 Bayshore Drive Unit 1007 Pensacola, Florida 32507
James A. Gray	3631 Mitchell Lake Drive Gainesville, Georgia 30506
Phillip M. Dozier	102 Bocage Drive Dothan, Alabama 36303
George E. Wilson, Jr.	206 Ashpodel Drive Dothan, Alabama 36303
Stephanie M. Wilson	502 Rosemont Drive Dothan, Alabama 36303

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TALLAHASSEE, FLORIDA

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ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

ARTICLE VII

CONTINUATION OF BUSINESS

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i)

there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the business of the Company is continued by the written consent of all of the remaining members within 90 days after the occurrence of the event of dissociation.

ARTICLE VIII

MANAGEMENT OF THE COMPANY

The management of the business and affairs of the Company shall be conducted by one or more managers in accordance with the terms and conditions of the Operating Agreement, as amended from time to time. The names and addresses of the initial managers who are to serve until their respective successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen R. Wilson	3813 Mariner Drive Unit E Panama City Beach, FL 32408
Innes B. Hornsby	825 Bayshore Drive Unit 1007 Pensacola, Florida 32507
James A. Gray	3631 Mitchell Lake Drive Gainesville, Georgia 30506
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

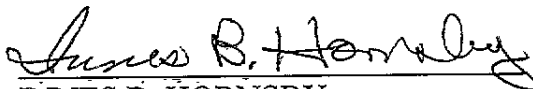
APPROVED
AND
FILED

IN WITNESS WHEREOF, these Articles have been subscribed as of the 22nd day
of February, 2000, by the undersigned members, who affirm that the statements
made herein are true under the penalties of perjury.


Dated: 2/22/00


STEPHEN R. WILSON

Dated: 2/22/00


INNES B. HORNSBY

Dated: 2/22/00


JAMES A. GRAY

Dated: 2/22/00


PHILLIP M. DOZIER

Dated: 2/22/00


GEORGE E. WILSON, JR.

Dated: 2/22/00

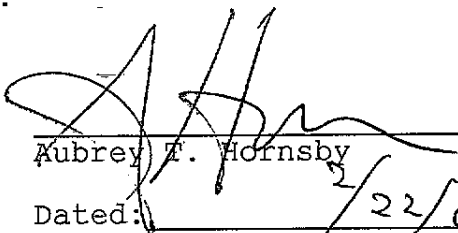

STEPHANIE M. WILSON

APPROVED
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named as resident agent to accept service of process for the above stated Limited Liability Company at the address designated in the attached Articles, pursuant to the provisions of Section 608.415, Florida Statutes, 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.

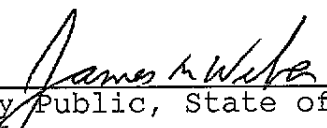

Aubrey T. Hornsby

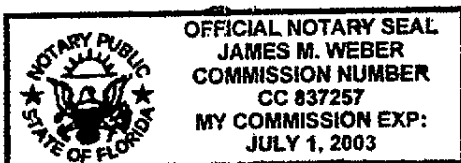
Dated: 2/22/00

STATE OF FLORIDA

COUNTY OF Essex

The foregoing Registered Agent Acceptance was subscribed and sworn to before me by Aubrey T. Hornsby, on February 29th, 2000, who is personally known to me ~~or who~~ produced _____ as identification.


Notary Public, State of Florida
at Large
My Commission Expires: July 1, 2003



20 MAR - 1 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVER
AND
FILED