

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

john marshall scott architects, l.l.c.

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
JOHN MARSHALL SCOTT ARCHITECTS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be JOHN MARSHALL SCOTT ARCHITECTS, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 1130 Pinehurst Rd, Dunedin, FL 34698.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall terminate not later than January 1, 2099 unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are John Marshall Scott, 1130 Pinehurst Rd, Dunedin, FL 34698.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.


ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the initial managers of the company are John M. Scott of 1130 Pinehurst Rd, Dunedin, FL 34698 and Anna M. Scott of 1130 Pinehurst Rd, Dunedin, FL 34698. Members have no authority to bind the company.

ARTICLE X - PURPOSE

The company shall engage in the practice of architecture within the state of Florida and any other lawful business authorized by the operating agreement.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Clearwater, Florida, on the 10th day of April, 2000.


Name: John M. Scott

Sworn to and subscribed before me this 10th day of April, 2000 by John M. Scott.

Constance Trojanowski
Notary Public -- State of Florida
Name: Constance Trojanowski

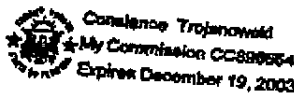
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OR

Produced Identification _____

Type of Identification Produced _____

(Seal)



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STATE OF FLORIDA
NOTARY PUBLIC

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Exhibit A

Property contributed by the members:

Furniture, supplies and office equipment

\$ 29,900

14-011
PROPERTY OF STATE
OF NEW YORK
DIVISION OF CORPORATIONS
00 APR 11 PM 1:00

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

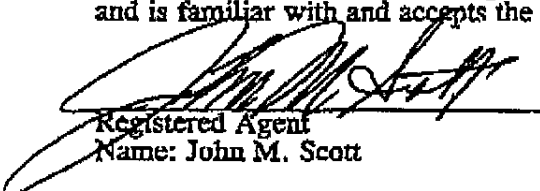
Under the provisions of F.S. 608.414 or 608.507, JOHN MARSHALL SCOTT ARCHITECTS, L.L.C. submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is JOHN MARSHALL SCOTT ARCHITECTS, L.L.C.

2. The name and street address of the registered agent in Florida are:

John M. Scott
1130 Pinehurst Rd
Dunedin, FL 34698.

The undersigned, being the person named in the articles of organization of JOHN MARSHALL SCOTT ARCHITECTS, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Registered Agent
Name: John M. Scott

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DIVISION OF CORPORATIONS
STATE OF FLORIDA

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