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LIGHTSEY & ASSOCIATES, P.A.

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To: Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Via Federal Express

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****133.75 ****130.00

From: Virginia Manning, Assistant to Alton Lightsey

Date: April 10, 2000

Re: Engineering Software, Inc. and Andreyev Properties Tampa, LLC

Enclosed for filing are the following items:

Engineering Software, Inc.

1. Articles of Incorporation of Engineering Software, Inc.
2. Check in the amount of \$78.75 for filing fees and certified copy

Andreyev Properties Tampa, LLC

1. Articles of Organization of Andreyev Properties Tampa, LLC
2. Check in the amount of \$133.75 for filing fees and certified copy

Thank you for your assistance in this matter.

FILED
00 MAR 11 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
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ARTICLES OF ORGANIZATION
OF
ANDREYEV PROPERTIES TAMPA, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE 1
NAME

The name of the limited liability company is Andreyev Properties Tampa, LLC (the "Company").

ARTICLE 2
PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE 3
INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS
AND PRINCIPAL PLACE OF BUSINESS

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Alton L. Lightsey. The street address of the Company's initial registered office is 2600 Technology Drive, Suite 200, Orlando, Florida 32804.

B. Principal Place of Business. The mailing address and the street address of the Company's principal place of business is 5380 Deepwoods Ct., Sanford, FL 32771.

ARTICLE 4
ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

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TAMPA, FLORIDA

ARTICLE 5
MANAGERS

The business of the Company shall be managed by a Manager elected by the Members holding fifty-one percent (51%) of the then outstanding contributed and not returned capital of the Company. The Manager may be, but is not required to be, a Member of the Company. The a Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company. The name and business address of the initial Manager of the Company until the first annual meeting of the Members, or until its successor is elected and qualified, is:

Nicolas E. Andreyev
5380 Deepwoods Ct.
Sanford, FL 32771

ARTICLE 6
NON-LIABILITY AND INDEMNIFICATION

A. Non-Liability. A Manager of this Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, except for liability (i) for a breach of the Manager's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for a transaction from which the Manager derived an improper personal benefit.

B. Indemnification. Each individual or entity who is or was a Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

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TALLAHASSEE, FLORIDA

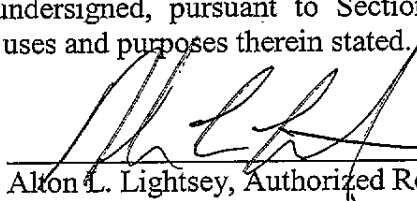
ARTICLE 7
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE 8
ADOPTION OF OPERATING AGREEMENT

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



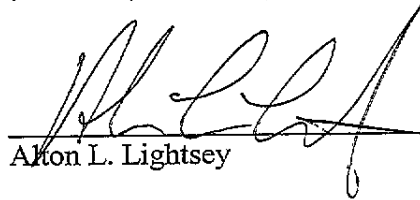
Alton L. Lightsey, Authorized Representative

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TALLAHASSEE, FLORIDA

ANDREYEV PROPERTIES TAMPA, LLC
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 7th day of April, 2000.


Alton L. Lightsey

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