

L 00000004785

BROAD AND CASSEL
ATTORNEYS AT LAW

300 NORTH ORANGE AVENUE
SUITE 300
TALLAHASSEE, FLORIDA 32301
BOCA RATON, FLORIDA 33433
TEL: (407) 496-1328
FAX: (407) 496-1328
WWW.BROADANDCASSEL.COM
REI-ANN SUEHRING, CLA
DIRECT LINE: (407) 481-5226
DIRECT FACSIMILE: (407) 650-0000
EMAIL: rsuehrin@broadandcassel.com

April 14, 2000

LLC Section
Division of Corporations
Secretary of State, Florida
P. O. Box 6327
Tallahassee, FL 32301

Re: HumanIQ, LLC

900003216789-3
-04/20/00-01013-007
*****125.00 *****125.00

Dear Sir or Madam:

L-4785

Enclosed for filing are the original and a copy of the Articles of Organization for the referenced proposed entity, together with our firm check in the amount of \$125.00 to cover the filing fee and the designation of agent. Please note the date of filing on the copy of the Articles (by date stamp or other appropriate method) and return it to our office in the envelope provided.

Very truly yours,

BROAD AND CASSEL

Rei-Ann Suehring

Rei-Ann Suehring, CLA
Paralegal

/rs

Enclosures

cc: Mr. Ryan Ferguson

FILED
00 APR 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/26

ARTICLES OF ORGANIZATION

OF

HUMANIQ, L.L.C.

The undersigned (the "Members") acting as the organizers of HUMANIQ, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, *Fla. Stat.*, adopt the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is HUMANIQ, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 801 W. State Road 436, Suite 1075, Altamonte Springs, Florida 32714.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager, and the name and address of the manager who is to serve as manager until the first annual meeting of members or until their successors are elected and qualified is:

Name

Ryan Ferguson

Address

801 W. State Road 436, Suite 1075
Altamonte Springs, FL 32714

FILED
00 APR 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V - Admission of Additional Members:

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

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, *Fla. Stat.*

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be Ryan Ferguson, Incorporator, and the street address of the Company's registered agent is 801 W. State Road 436, Suite 1075, Altamonte Springs, Florida 32714. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

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

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executors, 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 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

FILED
00 APR 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

ARTICLE X – Member Interests:

The Company is authorized to issue both voting and nonvoting shares of common stock, par value \$.01 per share. All common stock shall be identical in all respects except the nonvoting common stock shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted nonvoting common stock.

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as of this 28 day of March, 2000.

By: 

Ryan Ferguson, Incorporator

FILED
00 APR 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

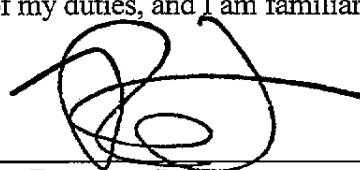
**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 HUMANIQ, LC.
2. The name and address of the registered agent and his office is:

Ryan Ferguson
801 W. State Road 436, Suite 1075
Altamonte Springs, Florida 32714

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.

By: 
Ryan Ferguson, Incorporator

Dated this 28 day of March, 2000.

FILED
00 APR 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA