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WINTER PARK, FLORIDA 32790

May 8, 2000

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

400003247074--8
-05/10/00--01095--006
*****125.00 *****125.00

RE: Articles of Organization of Florida USA Direct, LLC
Our File No. 3074-5

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Organization of Florida USA Direct, LLC (the "LLC"), together with a check in the amount of \$125.00 payable to the Florida Department of State to cover filing fees, and the designation of the LLC's registered agent. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,


Gary A. Forster

Name Availability	
Document Examiner	DCC
Updater	DCC
Enclosures	
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION FOR
FLORIDA USA DIRECT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is FLORIDA USA DIRECT, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 4504 Alaqua Trail, Kissimmee, Florida 34746.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its managing members, and the names and addresses of the managing members are:

Terry Lacey-Freeman

4504 Alaqua Trail
Kissimmee, Florida 34746

Kathleen Lacey-Freeman

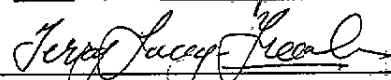
4504 Alaqua Trail
Kissimmee, Florida 34746

The managing members own all membership and ownership interest in the Limited Liability Company as tenants by the entireties.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 280 W. Canton Avenue, Suite 410, Winter Park, Florida 32789, and the initial Registered Agent at such address is Pohl & Short, P.A.

IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 8th day of May, 2000.


Terry Lacey-Freeman, Member

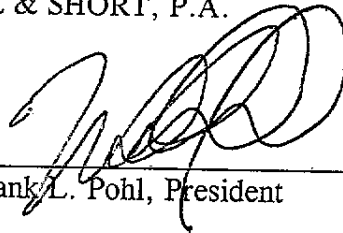
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00 MAY 10 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, a Florida personal service corporation, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 8th day of May, 2000.

POHL & SHORT, P.A.

By: 
Frank L. Pohl, President

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00 MAY 10 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA