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LAW OFFICES

MARTIN & MARTIN

A PROFESSIONAL ASSOCIATION

200 LAKE MORTON DRIVE
SUITE 300
LAKELAND, FLORIDA 33801
941-688-7611

MAILING ADDRESS
POST OFFICE BOX 117
LAKELAND, FLORIDA 33802

TELECOPIER: 941-688-7329

MJH

May 23, 2000

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***185.00 ***168.00

155.00

Division of Corporations
Department of State
Bureau of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Organization of Prine Professional Services, L.L.C.

Greetings:

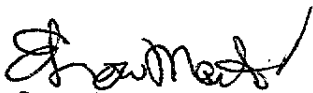
Herewith Articles of Organization of Prine Professional Services, L.L.C. together with our check for \$185.00 to cover the following costs:

Filing Fee	\$100.00
Designation of Agent	25.00
Certified Copy	30.00
TOTAL:	<u>\$185.00</u>

Please return the certified copy to our office in the enclosed self addressed stamped envelope.

Call our office if you have questions 863-688-7611, extension 6 and ask for Dana Townsend.
Thank you.

Yours very truly,



E. Snow Martin, Jr.

ESMjr/dlt

Enclosures

cc: Mrs. Jeanne M. Prine
Mr. Billy Wetherington

00 MAY 26 PM 4: 26
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
PRINE PROFESSIONAL SERVICES, 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 makes, acknowledges and files the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company shall be Prine Professional Services, L.L.C. ("Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The mailing address and principal place of business of the Company in Florida shall be 1744 Clarendon Place, Lakeland, Florida 33803.

ARTICLE III
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than February 1, 2020, unless the Company is earlier dissolved or extended as provided in these Articles of Organization.

ARTICLE IV
PURPOSES AND POWERS

The general purpose for which the Company is organized to engage in consulting and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 26 PM 4:26

ARTICLE V
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is E. Snow Martin, Jr., 200 Lake Morton Drive, Lakeland, Florida 33801.

ARTICLE VI
INITIAL MEMBERS AND
PERCENTAGE INTERESTS CAPITAL CONTRIBUTIONS

The initial members of the Company, their mailing addresses and their interest in the Company and their contribution to the capital of the Company shall be:

Name and Address:	Percentage Interest:	Amount of Contribution:
Jeanne M. Prine 1744 Clarendon Place Lakeland, Florida 33803	100%	\$100.00

ARTICLE VII
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the consent of members having an aggregate capital interest in the company equal to at least sixty percent (60%) of the combined capital interests in the company.

ARTICLE VIII
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the written consent of members having an aggregate capital interest in the company equal to at least sixty percent (60%) of the combined capital interests in the company. 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 at least members having an aggregate capital interest in the company equal to at least sixty percent (60%) of the combined capital interests in the company consent.

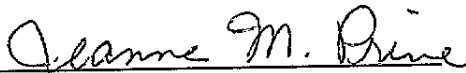
ARTICLE IX
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member, or upon 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 the consent of members having an aggregate capital interest in the company equal to at least sixty percent (60%) of the combined capital interests in the company; provided there are at least two (2) remaining members.

ARTICLE X
MANAGEMENT

The management of the Company is reserved to its members whose names and addresses are listed above. 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.

IN WITNESS WHEREOF, the undersigned member have made and subscribed these Articles of Organization at Lakeland, Florida, for the foregoing uses and purposes this 22 day of May, 2000.


Jeanne M. Prine

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 22 day of May, 2000 by Jeanne M. Prine who is personally known to me or who has produced _____ as identification and who did not take an oath.

(Seal)

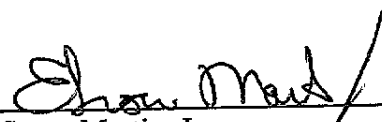


Dana L. Townsend
MY COMMISSION # CC852647 EXPIRES
November 6, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

ACCEPTANCE

I hereby accept to act as initial Registered Agent for Prine Professional Services, L.L.C., as stated in these Articles of Organization.


E. Snow Martin, Jr.