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SNEED &
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ATTORNEYS AT LAW

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*BOARD CERTIFIED
CIVIL TRIAL LAWYER

July 27, 2000

TELEPHONE: 904-247-6565
TELECOPY: 904-247-6535

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Organization

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization for SECURITY BROTHERS INVESTMENT GROUP, L.P. together with our check in the amount of \$168.75 in payment of the following fees:

Filing fee	\$ 125.00
Certified Copy	8.75
Registered Agent Designation	35.00
TOTAL	\$ 168.75

Please return a certified copy of the Articles of Organization to this office.

Name Sincerely yours,
Availability

Signature	R. Lodise
Print Name	Rita Lodise
Position	Legal Assistant to
Signature	Paul M. Eakin
Enclosures	
Approval	DCC
Verify	DCC

① mailing address
Rita Lodise GAVE

AUTHORIZATION BY PHONE TO
add
CORRECT mailing address
DATE 8/3/00
DOC. EXAM. dcl

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ARTICLES OF ORGANIZATION

OF

SECURITY BROTHERS INVESTMENT GROUP, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

Name and Principal Address

The name of the limited liability company shall be: SECURITY BROTHERS INVESTMENT GROUP, L.L.C. and its principal office shall be located at 1314 North 3rd Street, Jacksonville Beach, Duval County, Florida 32250, but it shall have the power and authority to establish branch offices at any other place or places, as the members may designate. The mailing address is the same.

ARTICLE II

Purposes and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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nature of the business or businesses to be transacted, in which the limited liability company is authorized to transact, shall be as follows: To engage in any activity or business authorized under the Florida statutes.

ARTICLE III Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time and the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

ARTICLE IV Management

This limited liability company shall be managed by three (3) managers. The names and addresses of the persons who shall serve until the first annual meeting of members, or until their successors are elected and qualified, are as follows:

James J. Smith, Jr.
1314 North 3rd Street
Jacksonville Beach, Florida 32250

Robert F. Smith
1314 North 3rd Street
Jacksonville Beach, FL 32250

Jeffery H. Watters
1314 North 3rd Street
Jacksonville Beach, FL 32250

ARTICLE V
Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
Capital Contributions

Capital contributions in the amount of \$300.00 each shall be paid to the limited liability company by its members, in equal shares. Contributions to capital by a member may consist of cash, property or services rendered, or a promissory note or other

obligation to contribute cash or property or to perform services. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII Profits and Losses

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company, and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII Duration

This limited liability company shall have perpetual existence, until dissolved in the manner provided by law, or as

provided in the regulations adopted by the members.

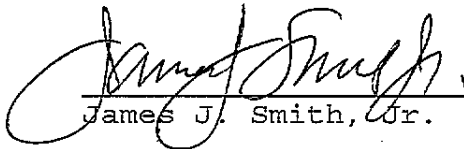
ARTICLE IX

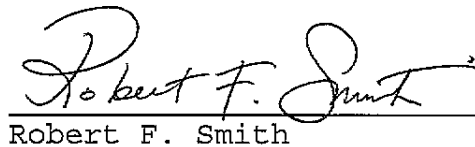
Initial Registered Office and Registered Agent

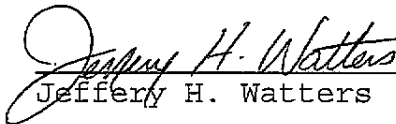
The address of the initial registered office of the limited liability company is: 1314 North 3rd Street, Jacksonville, Beach, Florida 32250, County of Duval, State of Florida, and the name of the company's initial registered agent at that address is: James J. Smith, Jr.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SECURITY BROTHERS INVESTMENT GROUP, L.L.C.

Executed by the undersigned at 599 Atlantic Boulevard, Suite 4, Atlantic Beach, Florida 32233 on July 24th, 2000


James J. Smith, Jr.


Robert F. Smith


Jeffery H. Watters

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF DUVAL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Sections 608.415 and 608.407(1)(d), Florida Statutes, the limited liability company identified below submits the following statement designating its registered office and registered agent in the State of Florida:

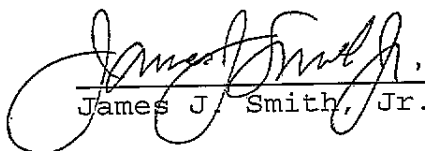
The name of the limited liability company is SECURITY BROTHERS INVESTMENT GROUP, L.L.C.

The name of the registered agent for SECURITY BROTHERS INVESTMENT GROUP, L.L.C. is JAMES J. SMITH, JR., and the street address of the company's principal office where the agent is located is 1314 North 3rd Street, Jacksonville Beach, Florida 32250.

This statement is to acknowledge that, as indicated above, SECURITY BROTHERS INVESTMENT GROUP, L.L.C. has appointed me, JAMES J. SMITH, JR., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

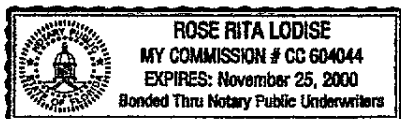
DATED this 24 day of July, 2000.


James J. Smith, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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24 The foregoing instrument was acknowledged before me this day of July, 2000 by James J. Smith, Jr., agent on behalf of SECURITY BROTHERS INVESTMENT GROUP, L.L.C., a limited liability company. He is personally known to me or has produced FDLA 5530450614430 as identification.




NOTARY PUBLIC