

L0000000 9752



ACCOUNT NO. : 072100000032

REFERENCE : 794431 135564A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 155.00

ORDER DATE : August 10, 2000

ORDER TIME : 1:24 PM

ORDER NO. : 794431-005

CUSTOMER NO: 135564A

400003352864--3

CUSTOMER: Michael K. Reese, Esq
Keane Reese & Vesely, P.a.

Sein Professional Center
36426 U.s. Highway 19 North
Palm Harbor, FL 34684

DOMESTIC FILING

NAME: AFFIRMATIVE TECHNOLOGIES'
HOLDINGS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

FILED
00 AUG 10 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/11/00

L00-9752

RECEIVED
00 AUG 10 PM 2:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 2000

CSC
NORMA HULL

SUBJECT: AFFIRMATIVE TECHNOLOGIES HOLDINGS, LLC
Ref. Number: W00000019838

We have received your document for AFFIRMATIVE TECHNOLOGIES HOLDINGS, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Remove number 5 of the application and the Affidavit of Membership and Contributions.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 200A00043351

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 10 AM 8:32

FILED

ARTICLES OF ORGANIZATION
OF
AFFIRMATIVE TECHNOLOGIES' HOLDINGS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization:

1. Name and Address. The name of the Company shall be AFFIRMATIVE TECHNOLOGIES' HOLDINGS, LLC (the "Company.") The mailing address of the Company shall be 36430 US Highway 19 North, Palm Harbor, Florida 34684.

2. Duration. The Company shall have perpetual existence.

3. Purpose. The purpose of the Company is to engage in any activities of business permitted under the laws of the United States and of Florida.

4. Initial Registered Office and Agent. The name and address of the initial registered agent and office of the Company is RICHARD W. TITTERUD whose address is 36430 US Highway 19 North, Palm Harbor, Florida 34684.

5. Admission of New Members. No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions and shall be determined by all of the members. 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 all other members of the Company (other than the member proposing to dispose of his or interest) approve of the proposed transfer by unanimous written consent.

FILED
20 APR 10 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

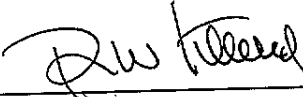
6. Termination of Existence. The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

7. Managment. The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. 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. The names and addresses of the members of Company are:

RICHARD W. TITTERUD
36430 US Highway 19 North
Palm Harbor, Florida 34684

GEORGE BASSOUS
36430 US Highway 19 North
Palm Harbor, Florida 34684

WHEREAS, the undersigned, as a Member of the Company, has executed these Articles of Organization on this the 3RD day of August, 2000.



RICHARD W. TITTERUD, Member

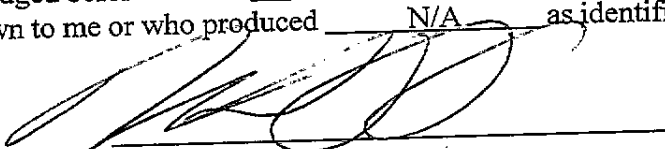
Having been designated as the Registered Agent in the above and foregoing Articles, the undersigned is familiar with, and accepts the obligations of the position of Registered Agent.



RICHARD W. TITTERUD, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 3RD day of August, 2000, by RICHARD W. TITTERUD, who is personally known to me or who produced N/A as identification and who did take an oath.



Notary Public

My commission expires:



Michael K. Reese
MY COMMISSION # CC901282 EXPIRES
January 26, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
00 AUG 10 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA