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ACCOUNT NO. : 072100000032

REFERENCE : 796942 7221538

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 125.00

MJH

ORDER DATE : August 14, 2000

ORDER TIME : 2:38 PM

ORDER NO. : 796942-005

CUSTOMER NO: 7221538

CUSTOMER: Mr. Peter E. Bayol
Mr. Peter A. Bayol

000003358430--1

3811 W. Santiago Street

Tampa, FL 33629

DOMESTIC FILING

NAME: BAYOL AND ASSOCIATES, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 15 AM 9:54

RECEIVED
00 AUG 15 PM 4:41
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

BAYOL AND ASSOCIATES, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 3811 WEST SANTIAGO STREET, TAMPA, FLORIDA 33629.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Member: PETER BAYOL 3811 WEST SANTIAGO STREET
TAMPA, FLORIDA 33629

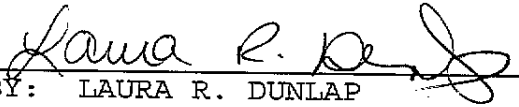
Member: GWENDOLYN ROOP 3811 WEST SANTIAGO STREET
TAMPA, FLORIDA 33629

The undersigned authorized representative of a member of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 15 AM 9:54

BAYOL AND ASSOCIATES, LLC hereby executes these articles of organization on this 15th Day of August 2000.

CORPORATION SERVICE COMPANY


BY: LAURA R. DUNLAP
as authorized
representative of
BAYOL AND ASSOCIATES, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Laura R. Dunlap

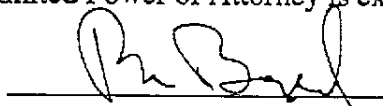
Dated: August 15, 2000

njh

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of BAYOL AND ASSOCIATES, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 15 day of August 2000

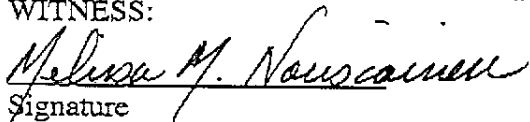


Signature

Peter Bayol

Print Name of Signer

WITNESS:

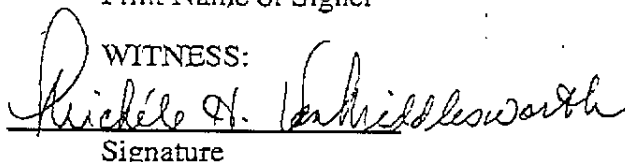


Signature

MELISSA M. NOUSIAINEN

Print Name of Witness

WITNESS:



Signature

Michèle H. Van Middlesworth

Print Name of Witness

