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J. MARVIN GUTHRIE, P.A.

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J. MARVIN GUTHRIE  
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October 6, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32301

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10/11/00-0003-007  
\*\*\*151.25 \*\*\*151.25

Re: ISPware, L.L.C.

Dear Sir or Madam:

Enclosed herewith for filing are the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-referenced limited liability company.

Also enclosed is this firm's check made payable to your order in the amount of \$173.75 to cover the following:

Filing Fee	\$100.00
Registered Agent Fee	25.00
Certified Copy 3 pgs. @ \$8.75	26.25
	<u>\$151.25</u>

We would appreciate your forwarding the certified copy of the Articles of Organization and the Certificate of Status to this office.

Very truly yours,

J. Marvin Guthrie

JMG:scd  
Enclosures  
cc: Eric A. Feinstein

FILED  
00 OCT 11 AM 10 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtu  
10/11/00

ARTICLES OF ORGANIZATION

OF

ISPware, L.L.C.

I.

NAME.

The name of this limited liability company shall be  
ISPware, L.L.C.

II.

ADDRESS

The initial principal office and mailing address of the  
company shall be 12807 W. Hillsborough Avenue, Tampa, FL  
33615.

III.

PURPOSE

This company is organized to engage in any activity of  
business permitted under the laws of the United States or of  
this State.

IV.

TERM OF EXISTENCE

This company shall begin existence on October 6, 2000,  
and shall exist perpetually unless dissolved according to law.

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of

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TALLAHASSEE, FLORIDA

this company is 12807 W. Hillsborough Avenue, Tampa, Florida, 33615, and the name of the initial registered agent of this company at that address is Eric A. Feinstein.

VI.

MANAGEMENT

This company is to be managed by one or more managers and will be a manager managed company.

VII.

RELATIONSHIP OF ARTICLES OF ORGANIZATION  
TO OPERATING AGREEMENT

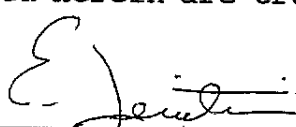
If a provision of these Articles of Organization differs from a provision of the company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

VIII.

INDEMNIFICATION

The company shall indemnify any manager or member or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has executed these Articles of Organization and affirms under the penalties of perjury that the facts stated herein are true, this 6th day of October, 2000.

  
Eric A. Feinstein

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TALLAHASSEE, FLORIDA

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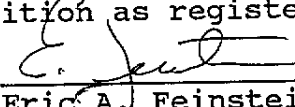
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is  
ISPware, L.L.C.
2. The name and the Florida street address of the  
registered agent are:

Eric A. Feinstein  
12807 W. Hillsborough Avenue  
Tampa, FL 33615

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

  
Eric A. Feinstein

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