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REFERENCE : 895901 113642A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 13, 2000

ORDER TIME : 9:48 AM

ORDER NO. : 895901-005

CUSTOMER NO: 113642A

CUSTOMER: Bruce R. Abernethy, Jr., Esq
Bruce R. Abernethy, Jr., P.A.
Suite 6
900 Virginia Avenue
Ft. Pierce, FL 34982

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File First

DOMESTIC FILING

NAME: BECKER INVESTMENT MANAGEMENT
SERVICES, L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS: JB

TO SECRETARY OF
STATE
SUFFICIENCY OF FILING

00 NOV 13 AM 10:28

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DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 13 PM 2:09

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AND
FILED

Articles Of Organization
of
Becker Investment Management Services, L.C.

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

Article I
Name

The name of the limited liability company is Becker Investment Management Services, L.C.

Article II
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

Article III
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Becker Investment Management Services, L.C. is authorized to have outstanding is 10,000 units, all of which shall be identical units.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Article IV
Registered Agent And Office

The address of the initial Registered Office of the Company is 660 Beachland Blvd., Suite 201, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is Richard E. Becker.

Article V
Principal Office

The mailing address and street address of the principal office of the Company is 660 Beachland Blvd., Suite 201, Vero Beach, Florida 32963.

Article VI
Organizer

The name and address of the organizer is:

Richard E. Becker
660 Beachland Blvd., Suite 201
Vero Beach, Florida 32963

The organizer is a natural person over the age of twenty-one years.

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII
Management

The Company is to be managed by a Manager or Managers. The Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall serve as such until its successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Manager	Richard E. Becker 660 Beachland Blvd., Suite 201 Vero Beach, Florida 32963

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TALLAHASSEE, FLORIDA

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Article IX
Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Manager.

Article XI
Amendment Of Articles Of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of member or authorized representative of member.

Dated November 10, 2000.



Richard E. Becker
Organizer

State of Florida

County of Indian River

} ss.

The foregoing instrument was acknowledged before me this November 10th, 2000 by Richard E. Becker, who is personally known to me or who has produced _____ as identification.



Notary Public in and for
said State

Serial number: _____



Linda M. Moral
MY COMMISSION # CC930162 EXPIRES
July 16, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

APPROVED
AND
FILED
00 NOV 13 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with the provisions of Chapter 48.091, Florida Statutes, BECKER INVESTMENT MANAGEMENT SERVICES, L.C., desiring to organize as a Limited Liability Company under the laws of the State of Florida with its principal office as indicated in the Articles of Organization in the City of Vero Beach, County of Indian River, State of Florida, has named RICHARD E. BECKER, whose address is 660 Beachland Blvd., Suite 201, Vero Beach, FL 32963 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated Limited Liability Company at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 11-10-2000

Richard E. Becker
RICHARD E. BECKER

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA