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November 10, 2000

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

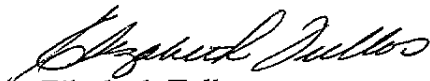
200003462222-3  
-11/13/00--01151--021  
\*\*\*\*155.00 \*\*\*\*155.00

RE: GROO GROUP, L.L.C.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Organization for the above Company for filing with your office. Also enclosed is our check in the sum of \$155.00 to cover filing fees, etc.

Very truly yours,



Elizabeth Tullos  
Legal Assistant  
et  
Enclosures

FILED  
ON NOV 13 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L00-14294  
OK

**ARTICLES OF ORGANIZATION  
OF  
GROO GROUP, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of this limited liability company shall be:  
**GROO Group, L.L.C.**

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

**4815 E. Busch Blvd., Suite 201E  
Tampa, FL 33617**

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE &  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

**Oscar Osborn  
4815 E. Busch Blvd., Suite 201E  
Tampa, FL 33617**

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 as provided for in Chapter 608, F.S.

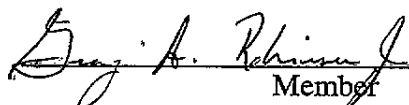
  
Registered Agent's Signature

**ARTICLE IV - MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

FILED  
NOV 13 PM 5:00  
SECRETARY OF STATE  
TAMPA, FL 33602

In accordance with §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Member

George Allen Robinson, Jr.



Member

Oscar Osborn

#### ARTICLE V - EFFECTIVE DATE

The effective date of the Limited Liability Company is to be \_\_\_\_\_.

FILED  
00 NOV 13 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA