

LO1000003323
KAREN C. HOFFMAN, P.A.
ATTORNEY AT LAW
334 2nd Avenue North
Jacksonville Beach, Florida 32250

Karen C. Hoffman

Telephone: (904) 246-9401
Telefax: (904) 246-7448

March 1, 2001

Airborne Express
Airbill Number 8463008315

200003796412--7
-03/02/01--01088--005
***155.00 ***155.00

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: PSW, L.L.C.

Dear Sir or Madam,

We have enclosed the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the referenced limited liability company.

Additionally, we have enclosed our firm check for \$155.00 for the filing fee and one certified copy.

Please forward the certified copy to my attention at the address provided above.

Please contact me if you have any questions.

Very truly yours,

Karen C Hoffman
Karen C. Hoffman

LO1-3323
QR

FILED
01 MAR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
PSW, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, F.S. Chapter 608, does hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PSW, L.L.C. ("Company").

ARTICLE II - ADDRESS

The principal place of business of the Company in Florida and its mailing address is: 100 Executive Way, Suite 206, Ponte Vedra Beach, FL 32082.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement or by the unanimous written consent of all of the Members.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful activity or business for which a limited liability company may be organized under the laws of the State of Florida and the United States. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Company designates 100 Executive Way, Suite 206, Ponte Vedra Beach, FL 32082, as the street address of the initial registered office of the Company and James G. Pyle as the Company's initial registered agent at that address to accept service of process within this State.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional Members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and upon such terms and

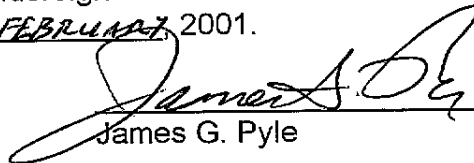
FILED
11 MAR 2 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

conditions as shall be determined by all the Members. A Member may transfer his, her or its interest in the Company as set forth in the Operating Agreement 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 the other Members of the Company other than the Member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - MANAGEMENT

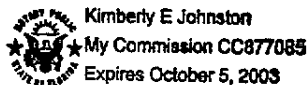
The Company shall be conducted, carried on and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in accordance with the Operating Agreement of the Company. Such Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager is : James G. Pyle, 100 Executive Way, Suite 206, Ponte Vedra Beach, FL 32082. Such Manager shall serve until the first annual meeting of Members or until his successor or successors are duly elected and qualified.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization this 26th day of FEBRUARY, 2001.

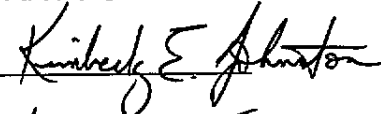

James G. Pyle

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 26th day of February, 2001, by James G. Pyle, a member of PSW, L.L.C. He is personally known to me or has produced _____ as identification.



NOTARY PUBLIC:

sign 

print Kimberly E. Johnston
My Commission No. CC877085
State of Florida at Large (Seal)
My Commission Expires: 10/05/2003

FILED

01 MAR -2 PM 5:00

SECRETARY OF STATE

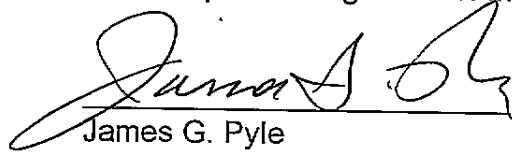
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned, limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is PSW, L.L.C.
2. The name and address of the registered agent and office is:

James G. Pyle
100 Executive Way, Suite 206
Ponte Vedra Beach, FL 32082

Having been named as registered agent and to accept service of process for the above state 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.



James G. Pyle
Registered Agent

Date: 2/26/01

FILED
01 MAR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA