

**RUDEN
McClosky
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW**

2700 SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET
TAMPA, FLORIDA 33602-5841

(813) 222-6616
FAX: (813) 314-6916
JDB@RUDEN.COM

April 9, 2001

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

FILED
IN APR 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Organization- VEELO.COM, L.L.C.

Ladies and Gentlemen:

Enclosed please find for filing the Articles of Organization of VEELO.COM, L.L.C. along with a check made payable to the Florida Department of State in the amount of \$160.00. This check represents the following:

\$100.00 Filing Fee
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy
\$ 5.00 Certificate of Status.

100003985811--2
-04/11/01--01023--001
****160.00 ****160.00

After filing, please send to me the Certified Copy and Certificate of Status.

If you have any questions regarding the filing of the enclosed, please call me collect at 813-222-6616.

Sincerely,


Jeffrey Drew Butt

cc (with enclosures): Sandy Gacio

LOI-5690
QR

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:

VEELO.COM, L.L.C.

ARTICLE II – Address:

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

**201 E. Kennedy Boulevard, Suite 850
Tampa, FL 33602**

ARTICLE III – Purpose:

The Limited Liability Company shall be operated for any lawful purpose under the laws of the State of Florida.

ARTICLE IV – Duration:

The period of duration for the Limited Liability Company shall be perpetual, or until dissolved in a manner provided by law or by regulations adopted by the members of the Limited Liability Company.

ARTICLE V– Management:

The management of the Limited Liability Company shall be vested in its members and shall be governed by the regulations of the Limited Liability Company. The name and current address of the current managing member is as follows:

Joseph C. Simmons
201 E. Kennedy Boulevard, Suite 850
Tampa, FL 33602

ARTICLE VI – Admission of Additional Members:

Additional members may be admitted upon the consent of a majority of the then existing members.

ARTICLE VII - Assignment of Membership Interest:

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A member cannot assign his/her Limited Liability Company interest, in whole or part, without the approval of a majority of the then existing members. Upon the assignment of a member's interest, a majority vote of the members is required for such assignee to become a member with all rights and privileges thereof.

ARTICLE VIII – Members Right to Continue Business:

The Limited Liability Company shall not be dissolved or terminated and shall automatically continue upon the death, resignation or withdrawal of a member. Additionally, the Limited Liability Company shall not be dissolved or terminated and shall automatically continue upon the bankruptcy, insolvency, appointment of a receiver, liquidator, assignee, trustee, or sequestrator (or other similar official) of a member or a substantial part of such member's property, or assignment for the benefit of its creditors, or an admission in writing of the inability to pay its debts generally as they become due or any similar action, of one or more of the members.

ARTICLE IX– Limitation on Agency Authority or Members:

No member of the Limited Liability Company shall be an agent of the Limited Liability Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a member.

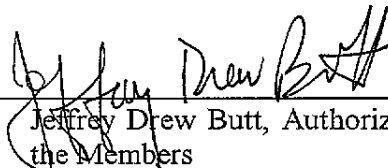
ARTICLE X – Registered Agent and Registered Office:

The name and street address of the registered agent are:

Jeffrey Drew Butt
Ruden, McClosky, Smith, Schuster & Russell, P.A.
401 East Jackson Street, Suite 2700
Tampa, FL 33602

The undersigned has executed this Article of Organization on the 9th day of April, 2001

By:


Jeffrey Drew Butt, Authorized Signatory of
the Members

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

Jeffrey Drew Butt
Type Name of Signee

**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.

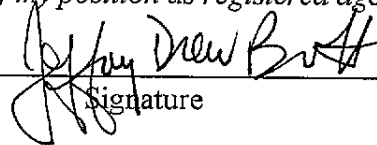
1. The name of the Limited Liability Company is:

VEELO.COM, L.L.C.

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

Jeffrey Drew Butt
Ruden, McClosky, Smith, Schuster & Russell, P.A.
401 East Jackson Street, Suite 2700
Tampa, FL 33602

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.



Signature

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TAMPA, FLORIDA