

L010000009482

JEFF E. FREEMAN
4211 W. CULBREATH AVENUE
TAMPA, FLORIDA 33609

May 29, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

100004375811--8
-06/07/01--01083--002
***155.00 ***155.00

Re: Phase 3 Enterprises, L. C.

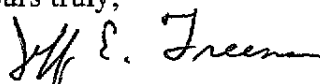
Ladies and Gentlemen:

L01-9482

I am forwarding an original and one copy of Articles of Organization for Phase 3 Enterprises, L.C., together with my check in the amount of \$155.00 in payment of the filing fee and a certified copy.

I would appreciate having you file the original Articles of Organization and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed for this corporation. Thank you for your help in this matter.

Yours truly,



Jeff E. Freeman

JEFbar
Enclosure
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
LJG
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**ARTICLES OF ORGANIZATION
OF
PHASE 3 ENTERPRISES, L.C.**

The undersigned, acting as a member of the captioned limited liability company under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), hereby files the following Articles of Organization:

**ARTICLE I
Name**

The name of the limited liability company is Phase 3 Enterprises, L.C. (the "**Company**").

**ARTICLE II
Period of Duration**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Operating Agreement.

**ARTICLE III
Address of Principal Office**

The Company's mailing address and the street address of its principal office shall be 4211 West Culbreath Avenue, Tampa, Florida 33609.

**ARTICLE IV
Name and Street Address of Initial Registered Agent**

The Company's initial registered agent shall Jeff E. Freeman, whose address is 4211 West Culbreath Avenue, Tampa, Florida 33609.

**ARTICLE V
Additional Members**

Additional members may be admitted to the Company only in the manner set forth in the Company's Operating Agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Management of the Company

The Company shall be managed by its members.

ARTICLE VII
Continuation of the Company

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company (an "Event") shall not cause the Company to be dissolved; provided that if, following the occurrence of such Event, no member shall remain, then dissolution shall be deemed to occur upon the date of the Event unless, within the succeeding six month period, any personal or other legal representative of such last member agrees in writing that (a) the Company shall be continued without dissolution, and (b) such representative or any nominee or designee thereof shall be admitted to the Company as a member thereof, effective as of the occurrence of the Event. Under that latter circumstance, the Company shall continue in effect and shall not be deemed dissolved.

ARTICLE VIII
Operating Agreement

The power to adopt, alter, amend or repeal an Operating Agreement, whose purpose shall be to regulate the Company's affairs, the conduct of its business activities, and to govern the relations between or among multiple members shall be vested in the Company's members.

ARTICLE IX
Indemnification

The Company shall have the power, but not the absolute obligation, to indemnify any member, manager, agent or other person having a relationship with the Company, or his or her or its personal representatives, devisees, heirs, successors or assigns, in the manner and to the extent contemplated by §608.4229, Florida Statutes, or any successor thereto.

In witness whereof, the undersigned member has executed these Articles of Organization on May 31, 2001.

PHASE 3 ENTERPRISES, L.C.

By: Jeff E. Freeman
Jeff E. Freeman, a Member

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TALLAHASSEE
SECRETARY OF STATE

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, Florida Statutes, Phase 3 Enterprises, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Jeff E. Freeman as its Registered Agent for the purpose of accepting service of process within such State, and designates the business address of its Registered Agent, 4211 West Culbreath Avenue, Tampa, Florida 33609, as its Registered Office. (JF)

Phase 3 Enterprises, L.C.

By: Jeff E. Freeman
Jeff E. Freeman, a Member

ACKNOWLEDGMENT

The undersigned hereby accepts his appointment as Registered Agent of the above named limited liability company and agrees to act as such in accordance with the provisions of §§48.091 and 608.415, Florida Statutes. The undersigned is familiar with and accepts the obligations of such position.

Jeff E. Freeman
Jeff E. Freeman

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