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LANE & ASSOCIATES, P.A.

International Law & Consulting

FLORIDA • GERMANY • SWITZERLAND

JAMES R. LAVIGNE, OF COUNSEL

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5301 Conroy Road
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Naples, Florida 34108
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Fax: (407) 316-0372

June 13, 2001

Reply to: **ORLANDO**

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200004423512--3
-06/18/01--01013--002
***155.00 ***155.00

Via Certified Mail

Return Receipt: 7099 3400 0010 4265 4350

RE: ComVest Capital, LLC.

Dear Madam or Sir,

Enclosed please find the original and one copy of the Articles of Organization and Designation of Registered Agent for ComVest Capital, LLC.

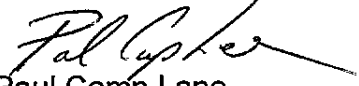
Also enclosed is a check in the amount of \$155.00 to cover the filing of the Articles of Organization, a certified copy of the Articles of Organization, and the filing of Approval of the Registered Agent.

Please process this application effective upon filing, and please send the certified copy of the Articles of Organization and the Designation of the Registered Agent to:

Lane & Associates, P.A.
5301 Conroy Road, Suite 140
Orlando, Florida 32811
Tel. (407) 316-0343
Fax (407) 316-0372

Your attention to this matter is most appreciated.

Sincerely,


Paul Camp Lane
Attorney at Law
Enclosures

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TALLAHASSEE, FLORIDA

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Affiliated Offices in:

FRANKFURT a.M. • MÜNCHEN • VADUZ

**ARTICLES OF ORGANIZATION
OF
ComVest Capital, LLC**

The undersigned, as Organizer, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the Limited Liability Company shall be ComVest Capital, LLC hereinafter referred to as the "Company."

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall initially be 100 E. Sybelia Avenue, Suite 105, Maitland, Florida 32751.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- BUSINESS PURPOSE

Section 1. This Company is organized for the purpose of engaging in all lawful businesses permitted to a limited liability company organized under the Florida Company Law, as in effect from time to time.

Section 2. The Company shall have all the powers set forth in the Florida Limited Liability Company Act, as in effect from time to time, including but not limited to the following purposes:

- (a) To construct, erect, repair, and remodel buildings and structures of all types for itself and others and to manufacture, purchase, otherwise acquire and to own, mortgage, pledge, sell, assign, lease, transfer or otherwise dispose of and to invest in, trade in, deal with goods, wares, merchandise, personal property and services of every class, kind and description;

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- (b) To act as a broker of real and/or personal properties and/or various services, agent or factor for any person, firm or corporation.
- (c) To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.
- (d) To borrow or raise money for any of the purposes of the Company and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Company, real, personal or mixed including contract rights, whether at the time owned or thereafter acquired.
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation or company of the State of Florida or any other state or government; and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (f) To enter into, make, perform, and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Company or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- (g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or

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otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Company has the direct or incidental authority to pursue.

- (h) To include in its Operating Agreement any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its members or in the event of the death of any of its members. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the members of the company; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of the said interest.
- (i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part of the world, at which meetings of directors may be held and all or any part of the company's business may be conducted; and to exercise all or any of its corporate powers and rights in the state of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.
- (j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

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ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Paul Camp Lane, Attorney at Law, 5301 Conroy Road, Suite 140, Orlando, Florida 32811.

ARTICLE VI -- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the money or property set forth in Exhibit "A."

ARTICLE VII -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VIII -- 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 on such terms and conditions as shall be determined by all the members. A member may transfer interest in the Company as set forth in the regulations of the Company, which shall provide for the consent of the other members. 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 interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE X -- MANAGEMENT

The Company shall be managed by one or more Managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial Managers of the Company are:

NAME

ADDRESS

Paul Camp Lane

5301 Conroy Road, Suite 140
Orlando, Florida 32811

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John McDowell

100 E. Sybelia Avenue, Suite 105
Maitland, Florida 32751

Michael McDowell

100 E. Sybelia Avenue, Suite 105
Maitland, Florida 32751

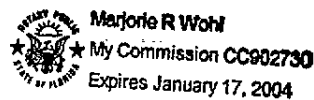
IN WITNESS WHEREOF, the undersigned as organizer has made and subscribed these Articles of Organization for ComVest Capital, LLC at Orlando, Orange County, Florida, on this 13th day of June, 2001.

X Paul Camp Lane
Paul Camp Lane
Organizer

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to (or affirmed) and subscribed before me this 13th day of June, 2001, by Paul Camp Lane, who identified himself to me by producing a valid form of identification.

Marjorie R. Wohl
Notary Public -- State of Florida
(SEAL)



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Exhibit A

**Member Contributions for the Florida Limited Liability Company known as
ComVest Capital, LLC**

<u>Member's Name</u>	<u>Percentage Ownership</u>	<u>Capital Contribution</u>
Paul Camp Lane	50%	US\$500.00
ComVest Group, Inc.	50%	US\$500.00

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**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 FLORIDA.

- 1.) The name of the limited liability company is ComVest Capital, LLC.
- 2.) The name and the Florida street address of the registered agent are:

Paul Camp Lane
5301 Conroy Road, Suite 140
Orlando, Florida 32811

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 appoint 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.

X



Paul Camp Lane, Registered Agent

Date: June 13, 2001

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