



Law Office of
MICHAEL GONZALEZ, P.A.

LO1000010651

7.

June 22, 2001

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Sam Rodriguez and Associates, L.L.C

000004447400--5
-06/27/01--01044--004
****125.00 ****125.00

Dear Sir/Madam:

Enclosed find the following for the above-referenced limited liability company:

1. Articles of Organization of Sam Rodriguez and Associates, L.L.C.;
2. Affidavit of Membership and Contributions;
3. Filing fee check for \$ 125.00

Please record the foregoing and send my office any certificates and/or correspondence pursuant to filing. If there are any questions, please advise.

Sincerely,


Michael Gonzalez, Esq.

MG/s

cc. Sam Rodriguez

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF
SAM RODRIGUEZ AND ASSOCIATES, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SAM RODRIGUEZ AND ASSOCIATES, L.L.C, and its principal office shall be located at 5020 W. Cypress St., Suite 100, in the City of Tampa, County of Hillsborough, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to any and all things set forth in these Articles to the same extent as a natural person might or could do.

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or permitted by law, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

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ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority or, any the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

DURATION

This limited liability company shall be perpetual in nature or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5020 W. Cypress St., Ste. 100, City of Tampa, County of Hillsborough, State of Florida, and the name of the company's initial registered agent at that address is Sam Rodriguez.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of SAM RODRIGUEZ and ASSOCIATES, L.L.C.


SAM RODRIGUEZ

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Pursuant to the provisions of Sections 608.407(1) (c) of the Florida Limited Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is SAM RODRIGUEZ AND ASSOCIATES, L.L.C.

The name of the registered agent for SAM RODRIGUEZ AND ASSOCIATES, L.L.C. is SAM RODRIGUEZ and the street address of the company's principal office where the agent is located is 5020 W. Cypress St., Suite 100, Tampa, FL 33607.

This statement is to acknowledge that, as indicated above, SAM RODRIGUEZ AND ASSOCIATES, has appointed me, SAM RODRIGUEZ, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions for 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.

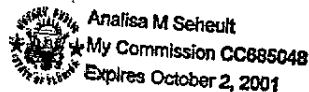
Dated 5/25/01


SAM RODRIGUEZ, registered agent

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The foregoing instrument was acknowledged before me this 25th day of May
by SAM RODRIGUEZ, agent on behalf of SAM RODRIGUEZ AND
ASSOCIATES, L.L.C., a limited liability company. SAM RODRIGUEZ is
personally known to me or has produced FLDL# R302 795 39203 0 (type
of identification) as identification.

Analisa M. Seheult
[Notary Signature]



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