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MJH

conversion

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July 5, 2001

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

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***150.00 ***150.00

Re: L P Technology, LLC

Dear Sir or Madam:

I enclose the following documents with regard to the formation of the above referenced LLC:

1. Articles of Organization
2. Certificate of Designation of Registered Agent/Registered Office
3. Certificate of Conversion to a Limited Liability Company
4. Check number 8885 in the amount of \$150.00

Please send all correspondence relating to L P Technology, LLC to the attention of the LLC's Registered Agent as follows:

Lawrence V. Ansbacher
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, FL 32255-1260

If you need anything further, please call me at (904) 296-0100.

Very truly yours,

Ansbacher & Schneider, P.A.

Jan Beck
Legal Assistant

FILED
01 JUL -9 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jb
Enclosures
01-0475.05

**CERTIFICATE OF CONVERSION TO A
LIMITED LIABILITY COMPANY OF
L P TECHNOLOGY, LLC**

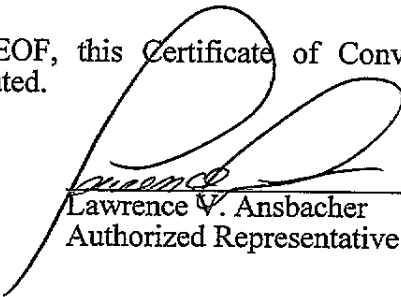
ARTICLE I

David Price and Lewis J. Lopez Partnership was formed on January 1, 1999 as a Florida general partnership. It is the intent to convert the David Price and Lewis J. Lopez Partnership to a limited liability company.

ARTICLE II

The David Price and Lewis J. Lopez Partnership, after conversion to a limited liability company, shall be known as L P Technology, LLC. The effective date of the conversion to a limited liability company shall be on filing of the Certificate of Conversion.

IN WITNESS WHEREOF, this Certificate of Conversion to a Limited Liability Company has been duly executed.



Lawrence V. Ansbacher
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
L P TECHNOLOGY, LLC

ARTICLE I

The name of this Limited Liability Company shall be L P Technology, LLC, a limited liability company.

ARTICLE II

L P Technology, LLC shall have perpetual existence.

ARTICLE III

L P Technology, LLC is created to engage in any lawful act, business or activity for which limited liability companies may be formed under the laws of the State of Florida and to do any and all other things which are necessary, desirable or incidental to the foregoing purpose.

ARTICLE IV

The principal place of business of L P Technology, LLC shall 830-13 A1A North #333, Ponte Vedra Beach, Florida 32082 and the mailing address shall be P.O. Box 551260, Jacksonville, Florida 32255 and/or such other place or places as the Members from time to time may determine.

The initial registered agent of L P Technology, LLC shall be Lawrence V. Ansbacher whose address is 5150 Belfort Road, Building 100, Jacksonville, Florida, 32256.

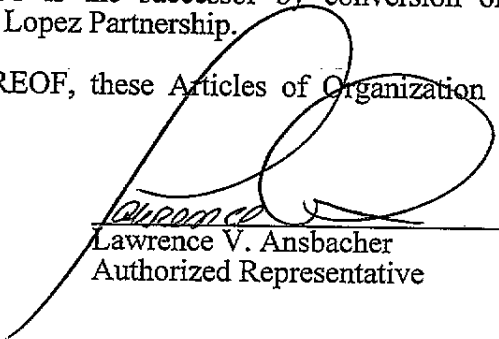
ARTICLE V

L P Technology, LLC will be managed by its Members.

ARTICLE VI

L P Technology, LLC is the successor by conversion on even date herewith of David Price and Lewis J. Lopez Partnership.

IN WITNESS WHEREOF, these Articles of Organization have been duly executed.



Lawrence V. Ansbacher
Authorized Representative

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

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

The name of the organization is L P Technology, LLC, a Limited Liability Company.

The name and address of the registered agent and office is:

Lawrence V. Ansbacher
5150 Belfort Road, Building 100
Jacksonville, FL 32256

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.



Lawrence V. Ansbacher, Registered Agent

Date  4.5.2001