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WEINER, CUMMINGS & VITTORIA
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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JAMES A. PURDY****

7/10

July 12, 2001

NJH

* ADMITTED IN FL AND PA ONLY
** ADMITTED IN FL ONLY
*** ADMITTED IN NY ONLY
**** ADMITTED IN NY AND TN ONLY
***** ADMITTED IN FL, IL AND KY ONLY

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314
Attn: Registration Section

Re: SPEG, LLC

800004478138--5
-07/16/01--01117--006
***125.00 ***125.00

Dear Sir or Madam:

In connection with organizing the above-named limited liability company with the State of Florida, I enclose the following original and copy of the executed documents for filing:

1. Articles of Organization; and
2. Certificate of Designation of Registered Agent/Registered Office.

Also enclosed is our firm's check in the amount of \$125.00 for the filing fee.

Once the above has been filed, please return a file stamped copy to me in the enclosed self-addressed, stamped envelope. If you have any questions, feel free to contact me.

Sincerely yours,

Paul Cummings
PAUL M. CUMMINGS

FILED
01 JUL 16 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PMC:op
Enclosures
cummings.paul.secretary.llc

**ARTICLES OF ORGANIZATION
FOR
SPEG, LLC**

FILED
01 JUL 16 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company shall be **SPEG, LLC**

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 1428 Brickell Avenue, Suite 400, Miami, FL 33131.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**PAUL M. CUMMINGS
1428 Brickell Avenue, Suite 400
Miami, FL 33131**

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

**PAUL M. CUMMINGS
1428 Brickell Avenue
Miami, FL 33131**

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

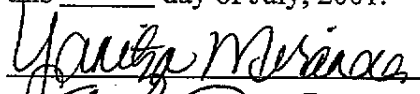
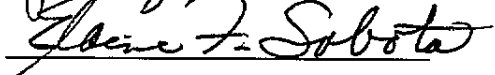
ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

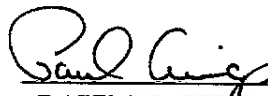
The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this _____ day of July, 2001.



PAUL M. CUMMINGS
Authorized Representative of the Members

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

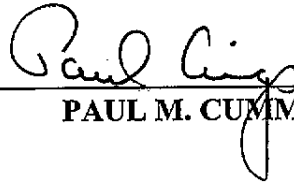
The name of the limited liability company is **SPEG, LLC**

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

**PAUL M. CUMMINGS
1428 Brickell Avenue
Miami, FL 33131**

Having been named as registered agent and to accept service of process for the above-named 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 positions as registered agent.

Date: July 12th, 2001



PAUL M. CUMMINGS