

LAW OFFICES

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NELSON
BISCONTI
— and —
THOMPSON
LLC

G. Michael Nelson, Esquire
Richard W. Bisconti, Esquire
James Moten Thompson, Esquire

July 27, 2001

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800004506858--4
-07/30/01--01082--004
****125.00 ****125.00

RE: FIRST SERVICES CONSULTING, L.L.C.

To Whom It May Concern:

Please find enclosed my check in the amount of one hundred twenty-five dollars (\$125.00) with regard to the filing fee and designation for registered agent for the above-referenced limited liability corporation.

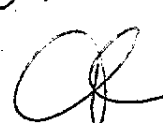
Should you need anything further, please do not hesitate to call.

Sincerely,


G. MICHAEL NELSON

FILED
01 JUL 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GMN/sdc
Enclosures

L01-12709


Operating Agreement

Exhibit B

ARTICLES OF ORGANIZATION
FOR
FIRST SERVICES CONSULTING, L.L.C.

ARTICLE I

NAME: The name of the limited liability company is

FIRST SERVICES CONSULTING, L.L.C.

ARTICLE II

DURATION: The period of duration for the limited liability company shall be from the date of registration until termination.

ARTICLE III

PURPOSE: The limited liability company is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

LIMITED LIABILITY COMPANY PRINCIPAL OFFICE: The principal office address and the mailing address of the limited liability company are:

718 W. MLK Boulevard, Suite 200
Tampa, Florida 33603-3104

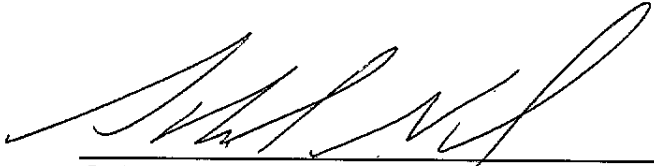
ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent and the street address of the initial registered office of the limited liability company are:

G. MICHAEL NELSON, ESQUIRE
Nelson, Bisconti & Thompson, L.L.C.
718 W. MLK Boulevard, Suite 200
Tampa, Florida 33603-3104

FILED
01 JUN 20 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

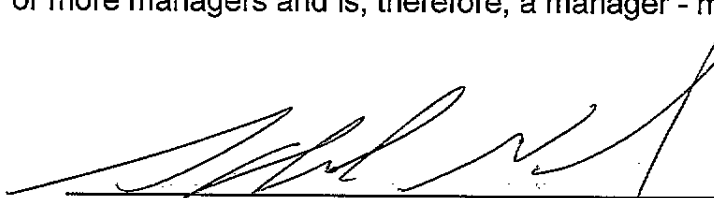
Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, Florida Statutes.



G. MICHAEL NELSON, ESQUIRE

ARTICLE VI

INITIAL MANAGEMENT: The limited liability company is to be managed by one manager or more managers and is, therefore, a manager - managed company.



G. MICHAEL NELSON, Managing Member
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS: Additional members may be admitted only upon the unanimous vote of the existing members.

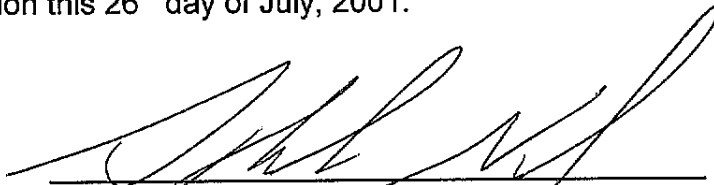
ARTICLE VIII

ORGANIZOR: The name and address of the persons signing these Articles of Organization as agent for FIRST SERVICES CONSULTING, L.L.C. is:

G. MICHAEL NELSON, ESQUIRE
718 W. MLK Boulevard, Suite 200
Tampa, Florida 33603-3104

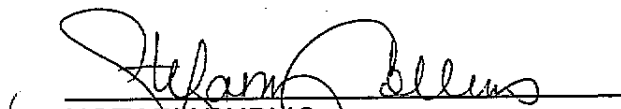
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 26th day of July, 2001.


G. MICHAEL NELSON, ESQUIRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27th day of July, 2001, by G. MICHAEL NELSON, ESQUIRE who personally appeared before me at the time of notarization, and who is personally known to me and who did take an oath.


NOTARY PUBLIC
My Commission Expires:

 Stefany D Collins
My Commission CC838246
Expires May 18, 2003

FILED
01 JUL 30 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA