CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Dataworks Technologies LLC

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****155.00   ****155.00
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_____ Art of Inc. File_____

_____ LTD Partnership File_____

_____ Foreign Corp. File_____

✓ L.C. File_____

_____ Fictitious Name File_____

_____ Trade/Service Mark_____

_____ Merger File_____

_____ Art. of Amend. File_____

_____ RA Resignation_____

_____ Dissolution / Withdrawal_____

_____ Annual Report / Reinstatement_____

✓ Cert. Copy_____

_____ Photo Copy_____

_____ Certificate of Good Standing_____

_____ Certificate of Status_____

_____ Certificate of Fictitious Name_____

_____ Corp Record Search_____

_____ Officer Search_____

_____ Fictitious Search_____

_____ Fictitious Owner Search_____

_____ Vehicle Search_____

_____ Driving Record_____

_____ UCC 1 or 3 File_____

_____ UCC 11 Search_____

_____ UCC 11 Retrieval_____

_____ Courier_____

Effective date
8-31-01

Signature

Requested by:
SA   8/31/01   12:33
Name   Date   Time

Walk-In _____   Will Pick Up _____

174 Ponder's Printing • Thomasville, GA 9/00

RECEIVED 01 AUG 31 PM 12:36 DIVISION OF CORPORATION

01 AUG 31 PM 1:20 SECRETARY OF STATE TALLAHASSEE, FLORIDA

APPROVED AND FILED

8-31-01

ARTICLES OF ORGANIZATION
OF
DATAWORKS TECHNOLOGIES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME
The name of this limited liability company shall be:
DataWorks Technologies, L.L.C.

ARTICLE II – ADDRESS
The mailing address and street address of the principal office of the Limited Liability Company is:

306 Caspian Street
Tampa, FL 33606

ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE
The name and the Florida street address of the registered agent are:
A.J. Grimaldi
306 Caspian Street
Tampa, FL 33606

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, F.S.

_____
Registered Agent's Signature

ARTICLE IV – MANAGEMENT
The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V – CLASS OF MEMBERS
The Company shall have two classes of members. One class of member shall be the active, voting members identified as managing members in the operating
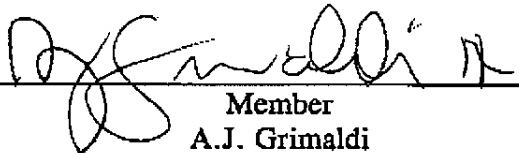
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agreement. The other class of member shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the Company business.

ARTICLE VI – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all members (both managing and non-managing) of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company (and unless said member is a voting member as referenced in Article V herein) or become a member unless all the other members of the Company other than the member proposed to dispose of his or her interest approve of the proposed transfer by unanimous written consent.
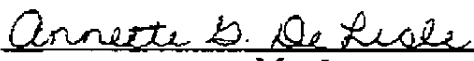
IN ACCORDANCE WITH §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

_____
Member
A.J. Grimaldi

_____
Member
Cari A. Maloney

_____
Member
Annette G. DeLisle

ARTICLE V – EFFECTIVE DATE

The effective date of the Limited Liability Company is to be

August 31 7 2001

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