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HOLBROOK, AKEL, GOLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK GOLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

September 10, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SOURCESMART TECHNOLOGIES, LLC

Ladies and Gentlemen:

L01-15792

Enclosed are original and one photocopy of Articles of Organization of SourceSmart Technologies, LLC, together with our check for \$125.00 covering your filing fee (\$100) and registered agent fee (\$25). Please send an acknowledgment of this filing directly to me at your earliest convenience.

Thank you for your help in this matter.

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***125.00 ***125.00

Sincerely yours,



H. LEON HOLBROOK

HHL/rh

Enclosures

cc: Ms. Barbara K. Anderson (w/encl.)

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DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION
OF
SOURCESMART TECHNOLOGIES, LLC

The undersigned, who intends to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, does hereby state and certify the following:

1. Name. The name of the Limited Liability Company shall be SOURCESMART TECHNOLOGIES, LLC.

2. Duration of Company. The company shall have perpetual duration.

3. Principal Office. The mailing address and street address of the principal office of the Limited Liability Company is 13810 Sutton Park Drive North, Unit 137, Jacksonville, Florida 32224.

4. Registered Agent and Office. The name and street address of the Limited Liability Company's initial registered agent are John R. Stiefel, Jr., located at One Independent Drive, Suite 2301, Jacksonville, Florida 32202-5059.

5. Purpose of Company. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

6. Additional Members. The member may admit additional members on such terms and at such times as may be agreeable to the existing member and the additional members to be admitted.

7. Continuation of Business. The remaining members of the Limited Liability Company have the right to continue the business of the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

8. Management.

(a) The Limited Liability Company shall be managed by one manager. The name and address of the persons who are to serve as managers until the first annual meeting of members or until their successors are elected and duly qualified are:

<u>Name</u>	<u>Address</u>
Barbara K. Anderson	13810 Sutton Park Drive North, Unit 137 Jacksonville, Florida 32224

(b) Management of the limited liability company shall be vested in the manager or managers who shall be elected annually by the members in the manner prescribed by and provided in the regulations of the limited liability company. The manager or managers may or may not be members. The manager or managers shall also hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement of the limited liability company. All rights of members of this limited liability company shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members; provided, however, that a change in the manager of the limited liability company can only be made upon the affirmative vote of the owners of seventy-five percent (75%) of the membership interest.

9. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the liability company, the business of the limited liability company may be continued if all of the remaining members unanimously consent to such continuance of business.

10. The date of the existence of the limited liability shall be the date of the filing of the Articles of Organization by the Department of State of the State of Florida.

11. The Articles of Organization of this limited liability company may be amended in any manner permitted by Chapter 608, Florida Statutes.

12. The power to adopt, alter, amend, or repeal the regulations of this limited liability company shall be vested in the manager or managers of the company. Regulations adopted by the manager or managers may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the limited liability company not in consistent with law or the Articles of Organization.

13. No debt shall be contracted nor liability incurred by or on behalf of this limited liability company except by one or more of its managers.

14. The interest of a member in the limited liability company may be transferred or assigned as provided in the operating agreement; however, if all of the other members of this limited liability company other than the member proposing to dispose of his or its

interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of this limited liability company or to become a member. Such transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

SIGNED AND DATED this 12th day of September, 2001.

HOLLY R. DAY, MEMBER

By: H. Leon Holbrook
H. Leon Holbrook, an
Authorized Representative

ACCEPTANCE BY RESIDENT AGENT

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company, SOURCESMART TECHNOLOGIES, LLC.

John R. Stiefel, Jr.
JOHN R. STIEFEL, JR.

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STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared H. LEON HOLBROOK, an authorized representative of HOLLY R. DAY, Member , who is personally known to me to be the person described as the organizer in and who executed the foregoing Articles of Organization of SOURCESMART TECHNOLOGIES, LLC, and he acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 10th day of September, A.D. 2001.

Rosemary Hager

NOTARY PUBLIC, State of Florida

Print Name: _____

My Commission Expires: _____

Commission No.: _____

ROSEMARY HAGER
Notary Public, State of Florida
My Comm: Expires April 13, 2003
Comm. No. CC 804757

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