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MJM

December 4, 2001

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

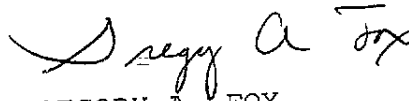
Re: Human Capital, L.L.C.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Organization, together with the acceptance of Registered Agent of Human Capital, L.L.C. to be filed. Also enclosed is a check in the amount of \$125.00 for the filing fee and registered agent fee.

Please return to me a copy of the Articles of Organization showing the filing date in the enclosed self addressed envelope. Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Very truly yours,



GREGORY A. FOX
Attorney at Law

GAF/stg

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC -5 AM 11:03

FILED

**ARTICLES OF ORGANIZATION
OF
HUMAN CAPITAL, L.L.C.**

FILED
01 DEC -5 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

**Article I
Name**

The name of the limited liability company is HUMAN CAPITAL, L.L.C.

**Article II
Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III
Units Of Equity Ownership**

The maximum number of units of equity ownership units HUMAN CAPITAL, L.L.C. is authorized to have outstanding is 1,000 units, all of which shall be identical units.

**Article IV
Principal Office**

The mailing address and street address of the principal office of the Company is 6212 Eaglebrook Avenue, Tampa, FL 32625.

**Article V
Agent For Service Of Process**

The agent of the Company upon whom process in any action or proceeding against it may be served is Gregory A. Fox, Esquire, who may be served at 28050 U.S. 19 North, Suite 100, Clearwater, Florida 33761.

Article VI
Organizers

The name and address of the organizer is:

Douglas Kosarek
6212 Eaglebrook Avenue
Tampa, FL 32625

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII
Management

The Company is to be managed by Managers elected by the Members in accordance with the regulations adopted by the Members

Article IX
Indemnification

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from

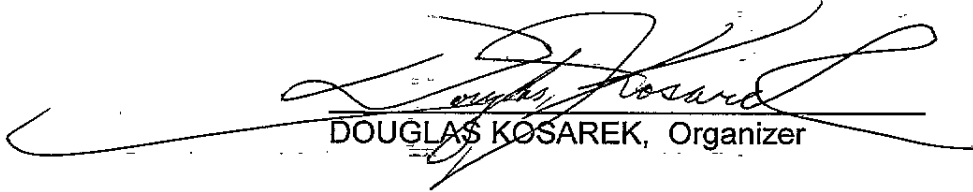
which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X
Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Dated December 4, 2001.


DOUGLAS KOSAREK, Organizer

State of Florida

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) ss.

County of Pinellas

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The foregoing instrument was acknowledged before me this 4th day of December, 2001 by DOUGLAS KOSAREK, who produced a Florida Driver's License as identification.

Susan T. Greene

Notary Public

My commission expires:



Susan T Greene

My Commission CC703984

Expires December 21, 2001

ACCEPTANCE OF REGISTERED AGENT

**STATE OF FLORIDA
COUNTY OF PINELLAS**

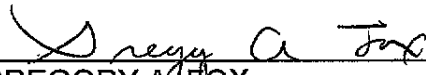
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is HUMAN CAPITAL, L.L.C.

The name of the registered agent for HUMAN CAPITAL, L.L.C. is GREGORY A. FOX and the street address where the agent is located is 28050 U.S. 19 North, Suite 100, Clearwater, Florida 33761.

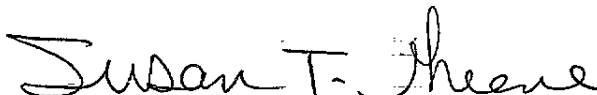
This statement is to acknowledge that, as indicated above, HUMAN CAPITAL, L.L.C. has appointed me, GREGORY A. FOX, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in 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.

Dated December 4, 2001.



GREGORY A. FOX

The foregoing instrument was acknowledged before me this 4th day of December, 2001 by GREGORY A. FOX, agent on behalf of HUMAN CAPITAL, L.L.C., a limited liability company, who is personally known to me.



NOTARY PUBLIC

My Commission Expires:



Susan T Greene
★ My Commission CC703984
Expires December 21, 2001