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February 1, 2002

Secretary of State
Corporate Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

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****125.00 ****125.00

RE: Bayside Wealth Management, L.L.C.
Our File No. R1113-005

Dear Sir or Madam:

L02-397

Enclosed herewith please find an original and duplicate copy of the Articles of Organization for the above named limited liability company and our client's check in the amount of \$125.00. After the original Articles of Organization have been filed, it would be appreciated if you would return the copy to us, indicating time and date of filing.

Please call should you have any questions.

Yours very truly,



Matt E. Dannheisser
For the Firm

MED:sdl
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
FOR
BAYSIDE WEALTH MANAGEMENT, L.L.C.

The undersigned, for purposes of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be BAYSIDE WEALTH MANAGEMENT, L.L.C. (hereinafter the "Company").

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is:

5625 Dixie Drive, Suite 8
Pensacola, Florida 32503

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided herein or as provided by law.

ARTICLE IV - REGISTERED AGENT

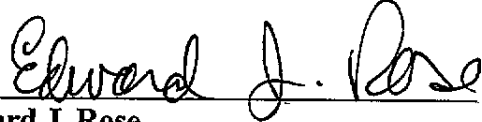
The name and the Florida street address of the Registered Agent are:

Edward J. Rose
5625 Dixie Drive, Suite 8
Pensacola, Florida 32503

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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 Florida Statutes Chapter 608.

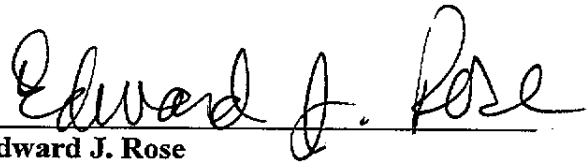


Edward J. Rose
Registered Agent

ARTICLE V - MANAGEMENT

The Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned Member of the Company has made and subscribed these Articles of Organization at Pensacola, Escambia County, Florida, on the ____ day of _____, 2002. In accordance with Florida Statutes Section 608.408(3), the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Edward J. Rose

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