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March 5, 2002

Via Federal Express 7924 9704 0361

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

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-03/06/02--01077--008  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Articles of Organization for Valenti Southeast Management, LLC

Dear Sir or Madam:

Enclosed please find Articles of Organization, in duplicate, for Valenti Southeast Management, LLC. In addition, enclosed please find a check made payable to Florida Department of State in the amount of \$125.00 representing the appropriate filing fee.

Please process the enclosed Articles of Organization for Valenti Southeast Management, LLC as appropriate and return a file-stamped copy of the filed Articles of Organization to me in the enclosed Federal Express envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Cordially,

  
Jeffrey M. Davis

JMD:arb  
Enclosures

cc: Mr. Steven M. Nesbitt  
Mr. Francis J. Jahn  
Mr. Evan D. Coobs

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02 MAR -6 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L02-5724  


**ARTICLES OF ORGANIZATION**

**OF**

**Valenti Southeast Management, LLC**

The undersigned, in order to form a limited liability company under the Florida Limited Liability Company Act, FLA STAT. §§ 608.401, et. seq. (the "Act"), does hereby adopt the following Articles of Organization:

**ARTICLE I.  
NAME.**

The name of this Company is "Valenti Southeast Management, LLC."

**ARTICLE II.  
PRINCIPAL OFFICE**

The mailing address and street address of the principal business office of the Company is 3450 W. Buschwood Drive, Suite 195, Tampa, Florida 33618.

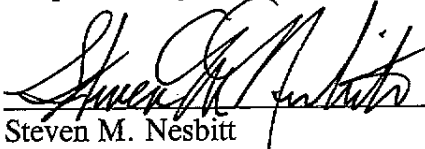
**ARTICLE III.  
PURPOSES**

This Company is organized for general business purposes, has all powers provided by law and may engage in any and all lawful activities whatsoever permitted under the Act.

**ARTICLE IV.  
REGISTERED AGENT; REGISTERED OFFICE.**

The registered agent for service of process on the Company is Steven M. Nesbitt. The registered office of this Company is located at 3450 W. Buschwood Drive, Suite 195, Tampa, Florida 33618.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 of Florida Statutes.*

  
Steven M. Nesbitt  
Registered Agent

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SECRETARY OF STATE  
TAMPA, FLORIDA

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**ARTICLE V.**  
**MANAGEMENT; OPERATING AGREEMENT.**

The Company shall be managed by one or more managers appointed by the members and identified in a written operating agreement ("Operating Agreement") adopted by the members. The Operating Agreement may contain any provision not inconsistent with law or these Articles of Organization.

**ARTICLE VI.**  
**WRITTEN ACTION OF MEMBERS OR MANAGERS.**

Any action required or permitted to be taken by the members or managers of the Company may be taken without a meeting, as provided in the Operating Agreement.

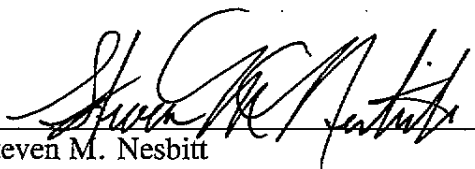
**ARTICLE VII.**  
**LIMITATION OF LIABILITY; INDEMNIFICATION.**

No manager or member of this Company shall be personally liable to the Company or any other person for any debt, obligation or duty of the Company. Except as otherwise specifically provided in the Operating Agreement or required under the Act, no manager shall be liable to the Company, any member, or any other person, for any act or omission taken in such persons capacity as a manager of the Company. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any manager of the Company for or with respect to any acts or omissions of such manager occurring prior to such amendment or repeal.

Except as otherwise provided in the Operating Agreement the Company shall indemnify each manager of the Company for any and all claims and demands against such member in his capacity as a manager, to the full extent permitted under the Act.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 25<sup>th</sup> day of February, 2002.

IN ACCORDANCE WITH § 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS DOCUMENT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.

  
\_\_\_\_\_  
Steven M. Nesbitt  
Member

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA