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INTELLECTUAL PROPERTY
AND RELATED CAUSES

3/13

VIA FEDEX # 8316 4298 2811

MMJN

March 12, 2002

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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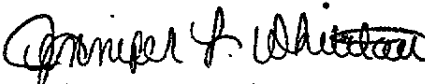
Re: FLORIDA LIMITED LIABILITY COMPANY
PERFORMANCE MANAGEMENT PARTNERS, LLC

Dear Sir or Madam:

I enclose for filing the Articles of Organization for PERFORMANCE MANAGEMENT PARTNERS, LLC. Please file immediately and return the certificate and all other corporate documents for the corporation c/o my office at the above address.

Also enclosed is my law office check for all government, filing, issue and certification fees.

Sincerely,


Jennifer L. Whitelaw

Enclosures - 2

cc: Mr. John Boyle
Mr. Emanuel Kay

FILED
02 MAR 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of the Limited Liability Company is:

PERFORMANCE MANAGEMENT PARTNERS, LLC

ARTICLE II
ADDRESS

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

5860 Jameson Drive
Naples, Florida 34119

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall
be 70 years.

ARTICLE IV
MEMBER MANAGEMENT

The Limited Liability Company is to be managed by its Members
and the names and addresses of each member who is to serve as
manager are:

Mr. John E. Boyle
5860 Jameson Drive
Naples, Florida 34119

FILED
02 MAR 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Emanuel Kay
P.O. Box 618
Marblehead, Massachusetts 01945

ARTICLE V
PURPOSES AND POWERS

In addition to the powers authorized by the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- a. To engage in any activity or business authorized under the Florida Statutes.
- b. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- c. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.
- d. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

- e. To exercise all or any of the limited liability company powers, and to carry out all or any purpose enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with, or incidental to, the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- f. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing in these Articles shall be deemed or construed as

authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE VI
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulation of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Upon unanimous approval of the members, the company is authorized to issue additional units in the company and to admit additional members to the company.

ARTICLE VIII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

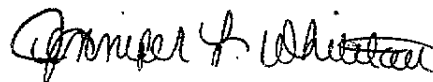
The remaining members of the company shall have the right to continue the business on the death, retirement, resignation,

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.

These Articles are executed this 12th day of March 2002, by the undersigned authorized representative of the members of Performance Management Partners, LLC, pursuant to the Florida Limited Liability Company Act, as provided for in Chapter 608, F.S.

The undersigned, being an authorized representative of the members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of PERFORMANCE MANAGEMENT PARTNERS, LLC.

Executed and undersigned at 3838 Tamiami Trail North, Suite 310, Naples, Florida 34103:



JENNIFER L. WHITELAW
Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the Limited Liability Company submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name and address of the Limited Liability Company is:

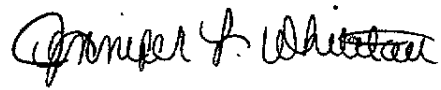
PERFORMANCE MANAGEMENT PARTNERS, LLC
5680 Jameson Drive
Naples, Florida 34119
County of Collier
State of Florida

2. The name and address of the registered agent and office is:

Jennifer L. Whitelaw
3838 Tamiami Trail North, Suite 310
Naples, Florida 34103

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 the accept the obligations of my position as registered agent

as provided for in Chapter 608, F.S.



Jennifer L. Whitelaw
Registered Agent

Date: March 12, 2002