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August 16, 2002

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

FILED
2002 AUG 19 AM 11:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: TOTAL SOLUTIONS GROUP, LLC

000007202680--0
-08/19/02--01065--008
****155.00 ****155.00

Dear Secretary Smith:

In connection with the referenced limited liability company, enclosed please find the following:

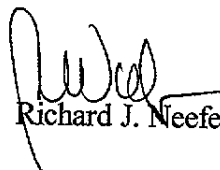
1. Original and one copy of Articles of Organization (incorporating Certificate Designating Registered Agent & Office and Acceptance); and
2. My check in the amount of \$155.00 in payment of the following charges:

a. Articles Filing Fee:	\$100.00
b. Registered Agent Fee	25.00
c. Certified Copy of Articles	<u>30.00</u>

TOTAL: \$155.00

Please file the Articles immediately upon your receipt, and return certified copy thereof to the undersigned at the address on this letterhead at your earliest convenience. Thank you for your attention to these matters.

Sincerely,


Richard J. Neefe

/rn
enclosures

J. BRYAN AUG 20 2002

ARTICLES OF ORGANIZATION
OF
TOTAL SOLUTIONS GROUP, LLC
a Florida Limited Liability Company

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DIXIE COUNTY RECORDS
TALLAHASSEE, FLORIDA

The undersigned member(s) do(es) hereby certify that the following Articles of Organization shall serve as the charter and authority for the conduct of business of a limited liability company formed for profit under the Florida Limited Liability Company Act, F.S. Chapter 608:

ARTICLE I
NAME

The name of the limited liability company is TOTAL SOLUTIONS GROUP, LLC (the "Company").

ARTICLE II
ADDRESS

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

7930 Bay Pointe Drive, No. A-6
Tampa, FL 33615

ARTICLE III
COMMENCEMENT OF EXISTENCE & DURATION

The Company commenced existence on August 15, 2002, and shall remain in existence until dissolved in a manner provided by law or as provided in any written operating agreement adopted by the members.

ARTICLE IV
MANAGEMENT

Management of the Company is reserved to its members, whose names and addresses are:

Brian E. Whittington
7930 Bay Pointe Drive
No. A-6
Tampa, FL 33615

3G Group, LLC
33 N. Garden Avenue
Suite 190
Clearwater, FL 33755

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Except as otherwise provided in any written operating agreement which may be adopted by the members:

- a. new or additional members may be admitted to the Company only upon unanimous written consent of all members setting forth the terms and conditions for such admission;
- b. a member's interest in the Company may be sold or otherwise transferred only upon unanimous written consent of all members; and
- c. upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company upon their unanimous written consent.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

The members of the Company have contributed to the capital of the Company, and the Company has received, cash or property having the following agreed values:

<u>NAME</u>	<u>VALUE</u>	<u>PERCENTAGE</u>
Brian E. Whittington	\$41.00	41%
3G Group, LLC	\$59.00	59%

A member may make additional capital contributions to the Company only upon unanimous written consent of all members, or as provided in any written operating agreement which may be adopted by the members.

**ARTICLE VII
ALLOCATION OF PROFITS & LOSSES AND VOTING RIGHTS**

Except as otherwise provided in any written operating agreement which may be adopted by the members:

- a. profits and losses shall be allocated among the members in proportion to the agreed value, as stated in the records of the Company, of the capital contributions made by each member to the extent such contributions have been received by the Company and have not been returned; and

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b. the members shall vote in proportion to their then-current percentage or other allocable interest in the profits of the Company.

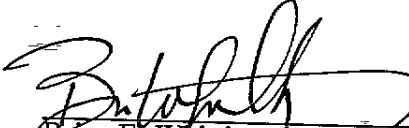
**ARTICLE VIII
CERTIFICATE DESIGNATING REGISTERED AGENT & OFFICE
AND ACCEPTANCE**

The name and the Florida street address of the Company's registered agent are:

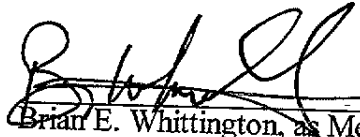
Brian E. Whittington
7930 Bay Pointe Drive
No. A-6
Tampa, FL 33615

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 Chapter 608, Florida Statutes. *In accordance with §608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.*

Dated this 16 day of August, 2002.


Brian E. Whittington

16 The foregoing Articles of Organization have been executed by the undersigned member this day of August, 2002. *In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.*


Brian E. Whittington, as Member

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