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Bryant & Company, CPA's, L.L.C.

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CERTIFIED PUBLIC ACCOUNTANTS

2002 SEP -6 AM 10:23

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 31, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/08/02--01013--008
****155.00 ****155.00

Re: Articles of Organization of
PARAGON DEVELOPMENT, LLC

Dear Sir or Madam:

We are enclosing herewith an original and a copy of the Articles of Organization for the above-named Limited Liability Company. In addition, a check in the sum of \$155.00 is enclosed which represents the fees associated with the filing of said Articles as follows:

\$ 100.00 Filing Fees
25.00 Designation of Registered Agent
30.00 Certified Copy of Articles

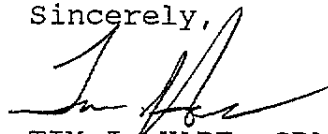
\$ 155.00
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Please file the original of the enclosed Articles of Organization and return the certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Thank you in advance for your assistance. Should you have any questions, please feel free to contact our office.

Sincerely,



TIM J. HART, CPA
BRYANT & COMPANY, CPA's, L.L.C.

/lpaoiltr1
Enclosures
xc: Paragon Development, LLC

450 S. Florida Ave., Ste. 2 (33813)

114 N. Tennessee Avenue, Suite 202

P.O. Box 508

Lakeland, Florida 33802-0508

Phone (863) 682-7004 • Fax (863) 682-6121 619-6120

American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

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ARTICLES OF ORGANIZATION
PARAGON DEVELOPMENT, LLC
A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is PARAGON DEVELOPMENT, LLC.

2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principal Office. The address of the registered office of the limited liability company is 3224 Stonewater, Lakeland, FL, 33803 .

4. Term. Term of this LLC shall be perpetual.

5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

6. Period of Duration. The period of duration shall be perpetual.

7. Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

Initial Members:
Jason Bentley
3224 Stonewater Drive
Lakeland, FL 33803

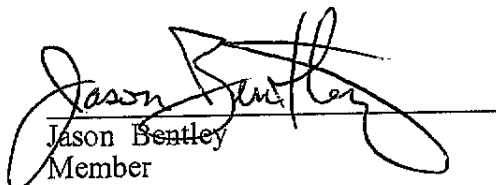
Laura Bentley
3224 Stonewater Drive
Lakeland, FL 33803

8. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

9. Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue 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 as further set forth in the Operating Agreement of the limited liability company

Executed this date JULY 31, 2002


Jason Bentley
Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

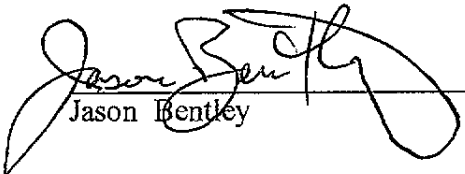
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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is PARAGON DEVELOPMENT, LLC
2. Registered Office. The address of the registered office of the limited liability company is 3224 Stonewater Drive, Lakeland, FL, 33803.
3. Registered Agent. Jason Bentley, is appointed, and by his signature below accepts appointment, to act as the Registered Agent of PARAGON DEVELOPMENT, LLC.

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.


Jason Bentley

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