

L020000026455

⑧

10/1 FLUC

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Secure Connect LLC

J00008230041--8
-10/07/02--01029--020
***125.00 ***125.00

Gentlemen:

Enclosed herewith is a check in the amount of \$125.00 and original and one copy of the Articles of Organization of Secure Connect LLC and the Acceptance of Registered Agent.

I would appreciate your acknowledgement of this filing at your earliest convenience in the enclosed envelope.

Thank you for your assistance.

Sincerely,

Ellen Butler

FILED
02 OCT -7 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
SECURE CONNECT LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is SECURE CONNECT LLC.

ARTICLE II — Address and Registered Agent

The mailing address and street address of the principal office of the Limited Liability Company is 7800 Belfort Parkway, Suite 165, Jacksonville, Florida 32256. The name and address of the initial registered agent is George E. Owen, Jr., 100 First Avenue South, Suite 500, St. Petersburg, Florida 33701.

ARTICLE III — Duration

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

ARTICLE IV — Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members, who are all of the members, are: Kenneth Keith, 7800 Belfort Parkway, Suite 165, Jacksonville, Florida 32256, Edward W. Buttner, IV, 7800 Belfort Parkway, Suite 165, Jacksonville, Florida 32256 and Jeffrey R. McCurdy, 10164 Beach Blvd., Jacksonville, Florida 32246.

ARTICLE V — Admission of Additional Members

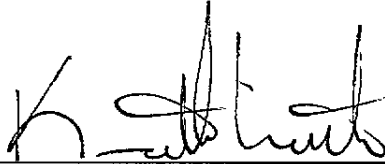
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be as set forth in the Regulations of the LLC.

FILED
02 OCT -7 AM 9:18
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company 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 shall be as set forth in the Regulations.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act as of the 31 day of JULY, 2002.



KENNETH LEITH



EDWARD W. BUTTNER, IV

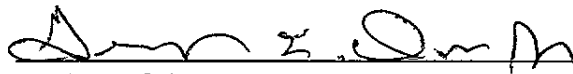


JEFFREY R. MCCURDY

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SECURE CONNECT LLC the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

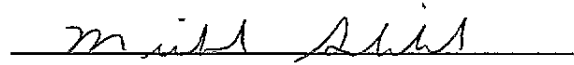
Signed this 23rd day of July, 2002.


Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23 day of July, 2002 by George E. Owen, Jr., as Registered Agent for SECURE CONNECT LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.


Notary Public

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 2003
CC878844

ACTION BY WRITTEN CONSENT
IN LIEU OF THE FIRST MEETING OF
THE MEMBERS OF SECURE CONNECT LLC

The undersigned, constituting all the Members of SECURE CONNECT LLC, a limited liability company organized and existing under the laws of the State of Florida, finding it inconvenient to assemble in formal meeting, do hereby take the following action by written consent:

APPROVAL OF ORGANIZER AND SUBSCRIBER TRANSACTIONS

RESOLVED, that the actions taken by the organizer and subscriber to the Articles of Organization in filing the Articles of Organization on or prior to the date of this written consent be, and they hereby are, approved.

REGULATIONS

RESOLVED, that certain Regulations executed by the Members and on file with the Secretary of the Company, a copy of which is attached hereto as Exhibit A, and by this reference made a part hereof, is hereby adopted as the Regulations of this limited liability company.

MEMBERSHIP CERTIFICATE

RESOLVED, that the form of Membership Certificate attached hereto as Exhibit B, and by this reference made a part hereof, be adopted as the form for the Membership Certificate of this limited liability company.

COMPANY SEAL

RESOLVED, that the Company seal of this limited liability company be a round circle with the words " SECURE CONNECT LLC", and an inner circle with the words "FLORIDA", "SEAL" and "2002"; provided any additional seal selected and utilized by the President of the Company shall also be the seal of this limited liability company.

PURCHASE OF SUPPLIES

RESOLVED, that the Member of this limited liability company be, and he hereby is, authorized and instructed to purchase all such supplies as might be necessary for the proper conduct of the business of this limited liability company, such as books, books of account, stationery and office supplies so that proper records can be kept.

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

RESOLVED, that the registered agent and the registered office of this limited liability company for service of process in the State of Florida be, and it hereby is George E. Owen, Jr., 100 First Avenue South, Suite 500, St. Petersburg, Florida 33701.

HIRING OF EMPLOYEES

RESOLVED, that the Members be, and they hereby are authorized to hire all employees if any are necessary for the operation of the business of this limited liability company and to fix their salaries.

BANKING RESOLUTIONS

RESOLVED, that those certain resolution(s), described in the bank resolution, attached hereto as Exhibit C be, and they hereby are, adopted as the banking resolutions of this limited liability company.


MEMBERSHIP CERTIFICATES

RESOLVED, that pursuant to the laws of the State of Florida and the Operating Agreement and the power to issue Membership interests the following Equity Membership Interests are issued:

<u>CERTIFICATES TO BE ISSUED TO</u>	<u>PERCENTAGE INTEREST</u>	<u>CONSIDERATION THEREFORE</u>
Kenneth Leith	33.33	100.00
Edward W. Buttner, IV	33.33	100.00
Jeffrey R. McCurdy	33.33	100.00

DATED effective the ____ day of _____, 2002.

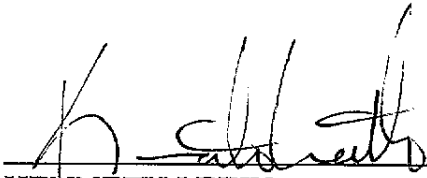

Kenneth Leith


Edward W. Buttner, IV


Jeffrey R. McCurdy

ORGANIZATION
OF
SECURE CONNECT LLC

The undersigned, being appointed as the original Members in the Articles of Organization of the above-named limited liability company and being the original Members of the above-named limited liability company, for the purpose of adoption and identification of this book, with the records contained therein, as the original records and minute book of said limited liability company have hereunto subscribed their names effective the 31 day of July, 2002.


KENNETH LEITH


EDWARD W. BUTTNER, IV


JEFFREY R. MCCURDY

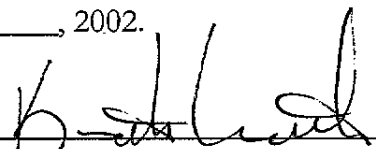
ACTION BY WRITTEN CONSENT IN LIEU OF
THE MEETING OF THE HOLDERS OF ALL THE RIGHTS OF
THE ARTICLES OF ORGANIZATION OF
SECURE CONNECT LLC


The undersigned, constituting the holders of all rights of the Articles of Organization of SECURE CONNECT LLC, a limited liability company organized and existing under the laws of the State of Florida, do hereby take the following action by written consent.


RESOLVED, the Secretary of this limited liability company is hereby authorized and directed to place a certified copy of the Articles of Organization in this limited liability company's minute book.

RESOLVED, that the number of Managers of this limited liability company shall be fixed at three (3), and that Kenneth Leith, Edward W. Buttner, IV and Jeffrey R. McCurdy, named in the Articles of Organization as Managers of this limited liability company be and they are hereby elected as President, Treasurer and Secretary, respectively, to serve until the earlier of (i) the next annual meeting of the Members of this limited liability company, (ii) until the election of each respective successor or (iii) each respective death, resignation or removal, with or without cause, by the Members of this limited liability company.

Dated effective the 31 day of JULY, 2002.


KENNETH LEITH


EDWARD W. BUTTNER, IV


JEFFREY R. MCCURDY