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LIMITED LIABILITY COMPANY

Mike Shad, P.L.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
MIKE SHAD, P.L.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a certified public accountant duly licensed to render professional services as such in the State of Florida, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a professional limited liability company for profit in accordance with the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I: NAME

The name of the professional limited liability company shall be MIKE SHAD, P.L. (the "Company").

ARTICLE II: PRINCIPLE OFFICE AND MAILING ADDRESS

The principal office of the Company is located at, and its mailing address is 5031 Yacht Club Road, Jacksonville, Florida 32210.

ARTICLE III: DURATION

This Company shall exist perpetually. Existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, existence shall commence upon filing by the Department of State.

ARTICLE IV: BUSINESS, OBJECTS OR PURPOSES

The general nature of the business to be transacted by this Company, or the objects or purposes of the Company, shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a certified public accountant under the laws of the State of Florida is authorized to render (including but not limited to those accounting services, audit services, tax preparation services, appraisal services, management consulting, and such other services and ancillary services which accountants engage in as a part of an accounting practice in the State of Florida), but such professional services shall be rendered only through the Company's officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this State;

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(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above described professional services; and

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Organization or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this Company.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

ARTICLE V: REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida is: Michael W. Fisher, One Independent Drive, Suite 2600, Jacksonville, Florida 32202.

ARTICLE VI: ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII: ADMISSION OF MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company. Each member must be duly licensed or otherwise legally authorized to practice certified public accounting in the State of Florida. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII: TERMINATION OF EXISTENCE

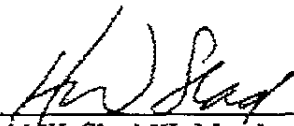
The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

ARTICLE IX: MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. Each of the managers shall be of full age and shall be duly licensed or otherwise legally authorized to practice accounting in the State of Florida. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement.

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IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization in Jacksonville, Florida for the foregoing uses and purposes this ____ day of November, 2002.


Harold W. Shad III, Member

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REGISTERED AGENT/REGISTERED OFFICE

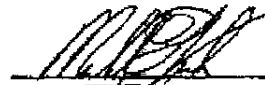
Pursuant to the provisions of Florida Statutes, the undersigned Professional Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the professional limited liability company is: MIKE SHAD,
2. The name and address of the registered agent and office is: Michael W. Fisher, One Independent Drive, Suite 2600, Jacksonville, Florida 32202.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-named professional 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 the Professional Service Corporation and Limited Liability Company Act of the Florida Statutes.

DATED: This _____ day of November, 2002.



Michael W. Fisher
(Registered Agent)