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STATE
TALLAHASSEE, FLORIDA



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PHILIP L. BURNETT, P.A.
Attorneys at Law
2449 First Street
Post Office Box 2258
Fort Myers, FL 33902
Telephone (239) 334-1922
Fax (239) 334-7799

FILED
03 FEB -3 AM 10:39
TALLAHASSEE, FLORIDA

January 30, 2003

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

RE: OPTIMUM BENEFITS GROUP, LLC

Gentlemen:

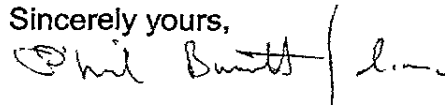
Enclosed please find the original of the proposed Articles of Organization for the above-referenced name. Please approve and file the original and mail the certified copy to us.

We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee	\$100.00
Certified Copy	\$ 30.00
Designation of Registered Agent Filing Fee	<u>\$ 25.00</u>
TOTAL	\$155.00

Thank you for your cooperation and assistance in connection with this matter. Please let me know if anything further is required.

Sincerely yours,



Philip L. Burnett

PLB/lm
Enclosures
cc: Client

ARTICLES OF ORGANIZATION
OF
OPTIMUM BENEFITS GROUP, LLC

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1. **Name.** The name of this limited liability company is Optimum Benefits Group, LLC, a Florida limited liability company (the "Company").
2. **Duration.** The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Place of Business.** The mailing and street address of the Company's principal office is :
1513 Eidson Hall Drive, Atlanta, GA 30338
5. **Registered Agent and Office.** The name of the initial registered agent of the Company is Philip L. Burnett. The street address of the initial registered agent of the Company and the registered office of the Company is 2449 First Street, Fort Myers, Florida 33901.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by the members is One Thousand Dollars (\$1,000.00). No additional contributions have been agreed upon.
7. **Additional Members.** Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.
9. **Management of the Company.** The Company shall be managed by a manager or managers in accordance with the regulations adopted by all of the members. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, are:

- Kevin Manning
1513 Eidson Hall Drive, Atlanta, GA 30338
- Jeremy Bamford
1617 Wellshire Lane, Dunwoody, GA 30338

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TALLAHASSEE, FLORIDA

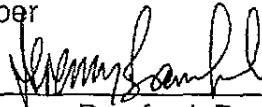
10. **Regulations.** The manager or managers shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. **Voting.** The Company is authorized to issue membership units with voting rights and membership units without voting rights.

12. **Certificated Interests.** The members' interests in the Company shall be evidenced by certificates.

The undersigned executed these Articles of Organization effective as of the 29th day of January, 2003.

PENTICA FINANCIAL CONSULTANTS, INC.
Member

By: 
Jeremy Bamford, President

ACCEPTANCE BY REGISTERED AGENT

FOR

OPTIMUM BENEFITS GROUP, LLC

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and designated to accept service of process for the within named Company, at 2449 First Street, Fort Myers, Florida 33901, the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


PHILIP L. BURNETT, Registered Agent

Dated January 30, 2003

**AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

FILED

CLERK OF STATE
TALLAHASSEE, FLORIDA

PENTICA FINANCIAL CONSULTANTS, INC., as initial member of Optimum Benefits Group, LLC, A Florida limited liability company (the "Company") makes the following Affidavit:

1. The Company has at least one (1) member.
2. The members of the company have contributed a total of One Thousand Dollars (\$1,000.00) of cash to the Company.
3. No additions of cash or other property have been agreed upon.

PENTICA FINANCIAL CONSULTANTS, INC.

Member

By: 
Jeremy Bamford, President