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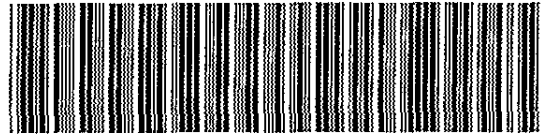
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**MCWHIRTER REEVES**  
ATTORNEYS AT LAW

TAMPA OFFICE:  
400 NORTH TAMPA STREET, SUITE 2450  
TAMPA, FLORIDA 33602-5126  
P.O. BOX 3350 TAMPA, FL 33601-3350  
(813) 224-0866 (813) 221-1854 Fax

PLEASE REPLY TO:  
  
TAMPA

TALLAHASSEE OFFICE:  
117 SOUTH GADSDEN  
TALLAHASSEE, FLORIDA 32301  
(850) 222-2525  
(850) 222-5606 Fax

05 March 2003

*Via Federal Express Overnight Courier – USA Airbill No. 8383 4951 1381*

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: *TOIGO PARTNERS INTERNATIONAL, L.L.C.*  
Our File No. T085-15216

Gentlemen:

Enclosed for filing please find the articles of organization for TOIGO PARTNERS INTERNATIONAL, L.L.C. Also enclosed is a conforming copy of the articles that we would ask you certify and return to our office, as well as our check, payable to "The Florida Department of State," in the total amount of \$160.00 to cover the following fees:

Filing Fee for Articles of Organization	\$100.00
Fee for Designation of Registered Agent	\$25.00
Fee for Optional Certified Copy	\$30.00
Fee for Optional Certificate of Status	\$5.00
<b>TOTAL FEES</b>	<b>\$160.00</b>

Kindly note that the articles specify a commencement date five days prior to the date they are filed by your office. Should you require anything further, or have any questions, feel free to contact us.

Yours sincerely,

  
Sidney W. Kilgore

Enclosures

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**ARTICLES OF ORGANIZATION**  
**FOR**  
**TOIGO PARTNERS INTERNATIONAL, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, do hereby adopt the following articles of organization:

**Article One**  
**NAME**

The name of the limited liability company shall be TOIGO PARTNERS INTERNATIONAL, L.L.C.

**Article Two**  
**PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of the limited liability company shall be 1538 Patricia Avenue, Dunedin, Florida, 34698.

**Article Three**  
**REGISTERED AGENT**

The name of the initial registered agent of the limited liability company for service of process in the state is Sidney W. Kilgore, whose address is 400 N. Tampa Street, Suite 2450, Tampa, Florida, 33602.

**Article Four**  
**PURPOSES AND POWERS**

The limited liability company shall be authorized to engage in any activity or business authorized or permitted under the laws of the State of Florida, including, but not limited to, the provision of information technology research, analysis, and consulting services. In conducting any such business, it shall enjoy the power to carry on any and all incidental business, to have and exercise all of the powers conferred on limited liability companies by the laws of the State of Florida, and to do any and all things to

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the same extent as a natural person might or could do, as specified under Florida Statutes Section 608.404. Among those powers are:

1. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles of Organization; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or with any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
3. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, domestic or foreign, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liabilities companies for profit.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with, its business or

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powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statement contained in each clause shall, except as otherwise may be specifically expressed, be in no way limited or restricted by reference to, or interference from, the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

**Article Five**  
**COMMENCEMENT, DURATION AND DISSOLUTION**

The limited liability company shall commence its existence five days prior to the filing of these Articles of Organization with the Florida Secretary of State. The existence of the limited liability company shall be perpetual, unless and until it is dissolved in a manner provided by law, or as provided in the regulations of any operating agreement adopted pursuant to these Articles of Organization.

**Article Six**  
**MANAGEMENT AND AGENCY**

The limited liability company shall be a manager-managed company, as defined in Florida Statutes Section 608.402(19). All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed under, the direction of a designated manager member with authority to vote, who shall be the Chief Executive Officer (CEO) of the limited liability company until the earlier of his death, his resignation, the lawful removal of his management authority by a court of competent jurisdiction, or until a successor has been elected and qualified by a vote, approval, or consent of a

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majority-in-interest of the voting members. The initial CEO shall be Jon William Toigo.

The CEO may, in his discretion, employ or engage the assistance of additional individuals in the capacity of executive officers, with such managerial authority as the CEO may specify from time to time, to assist the CEO in the day-to-day management of the limited liability company and the rendering of policy-making functions. Individuals so employed or engaged by the CEO may, but need not, be members of the limited liability company. In the absence of an express delegation of authority to an executive officer in writing by the CEO, the CEO shall retain ultimate authority to approve, disapprove, or modify any management or policy decision by, or on behalf of, the limited liability company, and shall have exclusive authority to sign and deliver any contract binding the limited liability company, including any instrument transferring or affecting any interest of the limited liability company in real property.

#### **Article Seven**

#### **RESTRICTIONS ON NEW MEMBERS; ASSIGNMENT**

The CEO shall have the exclusive right and authority to admit new members, which must be by consent in writing. Contributions of new members shall be determined by the CEO as of the time of admission to the limited liability company. The interest of any member may not be assigned, sold, or otherwise transferred except with the written consent of the CEO, who shall have the exclusive and final right and authority to approve any such assignment, sale, or transfer.

#### **Article Eight**

#### **MEMBER CLASSIFICATIONS; VOTING AND DISTRIBUTIONS; CERTIFICATES OF INTEREST**

There shall be three initial member classifications: 1) manager members with authority to vote; 2) manager members without the authority to vote; 3) non-manager members without authority to vote. From time to time, as provided in any operating agreement for the limited liability company adopted by voting members, the number and character of classes may be modified.

All voting members shall be entitled to vote in proportion to their respective allocable voting interests in the limited liability company, as delineated in any duly adopted operating agreement. Distributions may be authorized only upon the written consent of the CEO, and shall be made to members or classes of members in proportion to their allocable economic interests, or otherwise as may be established in any operating agreement of the limited liability company. All distributions shall be made in strict conformity with the solvency provisions of Florida Statutes Section 608.426.

A certificate of membership may be issued by the limited liability company as evidence of the management authority, voting interest, economic interest, or any appropriate combination thereof, of a member in the limited liability company.

#### **Article Nine INDEMNIFICATION**

The limited liability company shall indemnify and hold harmless the CEO and those executive officers engaged or employed by him, except where, by final adjudication in a tribunal of competent jurisdiction, it has been established that the indemnitee:

1. Has engaged in a violation of the criminal law, unless without reasonable cause to believe that such conduct was unlawful;
2. Has derived an improper personal benefit from a transaction;
3. Is a manager or manager member to whom the liability provisions of Florida Statutes Section 608.436 are applicable under the circumstances;
4. Has engaged in willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by, or in the right of, the limited liability company to procure a judgment in its favor or in a proceeding by, or in the right of, a member.

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**Article Ten**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal any operating agreement of the limited liability company shall be vested exclusively in the voting members, except that the CEO may adopt, alter, amend or repeal any emergency operating agreement defined in Florida Statutes Section 608.423(4). Any amendment to a written operating agreement that has been duly adopted must be in writing and executed by the CEO.

WHEREFORE the undersigned, being the original member(s) of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of TOIGO PARTNERS INTERNATIONAL, L.L.C.

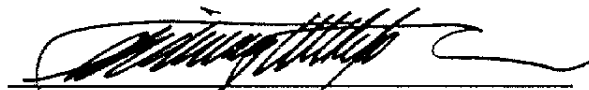
Executed at Tampa, Florida this 4<sup>th</sup> day of March, 2003.

  
\_\_\_\_\_  
Jon William Toigo  
Manager Member and CEO

**Certification of Registered Agent**

Pursuant to Florida Statutes Section 608.415, the undersigned hereby certifies that he accepts appointment as the registered agent for TOIGO PARTNERS INTERNATIONAL, L.L.C., and that he is familiar with, and accepts, the obligations of that position as provided for in Chapter 608, Florida Statutes.

Dated this 4<sup>th</sup> day of March, 2003.

  
\_\_\_\_\_  
Sidney W. Kilgore

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