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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: M&T ENTERPRISES, LLC

(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Anthone V. Lott

(Name of Person)

NA

(Firm/Company)

12911 Tar Flower Drive

(Address)

Tampa, Florida 33626

(City/State and Zip Code)

For further information concerning this matter, please call:

Anthone V. Lott

(Name of Person)

at (813) 833-1840

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
M&T ENTERPRISES, LLC**

The undersigned, under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), hereby files the following Articles of Organization:

**ARTICLE I
Name**

The name of the limited liability company to be formed hereunder is

"M&T ENTERPRISES, LLC"

**ARTICLE II
Period of Duration**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event defined in the Company's Operating Agreement.

**ARTICLE III
Address of Principal Office**

The Company's mailing address and the street address of its principal office shall be 5200 NW 43rd Street, Suite 102-260, Gainesville, Florida 32607.

**ARTICLE IV
Name and Street Address of Initial Registered Agent**

The Company's initial registered agent shall be Anthone V. Lott, whose address is 12911 Tar Flower Drive, Tampa, Florida 33626.

**ARTICLE V
Additional Members**

Additional members may be admitted to the Company only in the manner set forth in the Company's Operating Agreement.

**ARTICLE VI
Management of the Company**

The limited liability company is to be managed by one or more managers and is therefore a manager – managed company.

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TALLAHASSEE, FLORIDA

ARTICLE VII
Continuation of the Company

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 Company (an "Event") shall not cause the Company to be dissolved; provided that if, following the occurrence of such Event, no member shall remain, then dissolution shall be deemed to occur upon the date of the Event unless, within the succeeding six month period, any personal or other legal representative of such last member agrees in writing that (a) the Company shall be continued without dissolution, and (b) such representative or any nominee or designee thereof shall be admitted to the Company as a member thereof, effective as of the occurrence of the Event. Under that latter circumstance, the Company shall continue in effect and shall not be deemed dissolved.

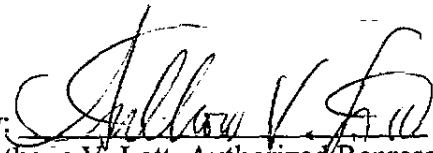
ARTICLE VIII
Operating Agreement

The power to adopt, alter, amend or repeal an Operating Agreement, whose purpose shall be to regulate the Company's affairs, the conduct of its business activities, and to govern the relations between or among multiple members shall be vested in the Company's members.

ARTICLE IX
Indemnification

The Company shall have the power, but not the absolute obligation, to indemnify any member, manager, agent or other person having a relationship with the Company, or his or her or its personal representatives, devisees, heirs, successors or assigns, in the manner and to the extent contemplated by §608.4229, Florida Statutes or any successor thereto.

IN WITNESS THEROF, the undersigned has executed these Articles of Organization this 19th day of August, 2003.

By: 
Anthone V. Lott, Authorized Representative

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, Florida Statutes, M&T Enterprises, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Anthone V. Lott as its Registered Agent for the purpose of accepting service of process within such State, and designates

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the business address of its Registered Agent, 12911 Tar Flower Drive, Tampa, Florida 33626, as its Registered Office.

ACKNOWLEDGMENT

The undersigned hereby accepts his appointment as Registered Agent of the above named limited liability company and agrees to act as such in accordance with the provisions of §§48.091 and 608.415, Florida Statutes. The undersigned is familiar with and accepts the obligations of such position.


Anthone V. Lott

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TAMPA, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Mark Everett

5200 NW 43rd Street Suite 102-260

Gainesville, Florida 32607

Anthone V. Lott

MGRM

Terry Jackson

4949 Centennial Blvd

Santa Clara, CA 95054-1229

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

Anthone V. Lott

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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SECTION 608.408(3)
FLORIDA STATUTES