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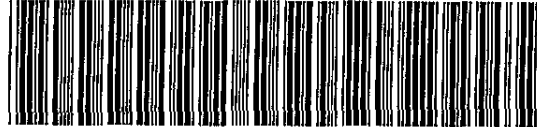
Certificates of Status \_\_\_\_\_

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**CAREY, O'MALLEY, WHITAKER & MANSON, P.A.**

ATTORNEYS AT LAW

712 S. OREGON AVENUE  
TAMPA, FLORIDA 33606-2543

MICHAEL R. CAREY  
LAURA L. JACOBS  
DOUGLAS P. MANSON  
E. ASHLEY MCRAE  
RANDALL P. MUELLER  
ANDREW M. O'MALLEY  
DAVID M. PEARCE  
DANIEL D. WHITAKER

TELEPHONE: 813-250-0577  
FACSIMILE: 813-250-9898

February 4, 2004

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Theoptia Technologies LLC

To Whom It May Concern:

Enclosed for processing are two originals of Articles of Organization for Theoptia Technologies LLC. Please file one original and certify and return one to me.

Also enclosed is our firm check in the amount of \$130.00, to cover the following costs:

1.	Filing fee	\$100.00
2.	Designation of Registered Agent	25.00
3.	Status Certificate	<u>5.00</u>
	<b>Total</b>	<b>\$130.00</b>

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*

Nancy Barnes, Paralegal

NRB/gp  
Enclosures

cc: Theoptia Technologies LLC

**ARTICLES OF ORGANIZATION  
OF  
THEOPTIA TECHNOLOGIES LLC**

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04 FEB -9 PM 12:53  
CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that he is the authorized representative of the initial members who have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE 1  
NAME AND ADDRESS**

The name of the limited liability company shall be Theoptia Technologies LLC, and its principal place of business and its mailing address shall be 1211 North Westshore Boulevard, Suite 715, Tampa, Florida 33607 (Hillsborough County, FL).

**ARTICLE 2  
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, 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 powers, provided the same shall not be inconsistent with the laws of the State of Florida.
4. 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 statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
5. 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 3 DURATION**

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

### **ARTICLE 4 MANAGEMENT**

The limited liability company is to be managed by three managers and the names and addresses of such initial managers of the company are:

Mark Pomponio  
1211 N. Westshore Blvd.  
Suite 715  
Tampa, Florida 33607

Georgia Abbate  
1211 N. Westshore Blvd.  
Suite 715  
Tampa, Florida 33607

Elizabeth A. Barry  
1211 N. Westshore Blvd.  
Suite 715  
Tampa, Florida 33607

### **ARTICLE 5 ADMISSION OF ADDITIONAL MEMBERS**

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

### **ARTICLE 6 MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

### **ARTICLE 7 INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The Florida street address of the initial registered office of the limited liability company is Carey, O'Malley, Whitaker & Manson, P.A., 712 South Oregon Avenue, Tampa, Florida 33606-2543, and the name of its initial registered agent at such address is Daniel D. Whitaker.

The undersigned, being the authorized representative of the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Theoptia Technologies LLC.

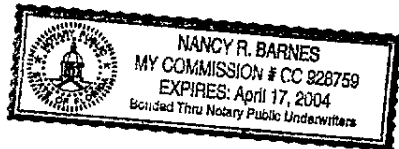
Executed by the undersigned at 712 South Oregon Avenue, Tampa, Florida on February 4, 2004.

*D. Whitaker*  
Name of Organizer/Authorized Representative of  
Initial Member: Daniel D. Whitaker

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

Before me personally appeared Daniel D. Whitaker, authorized on behalf of the initial members of the above limited liability company, who signed the above Articles of Organization as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4<sup>th</sup> day of February, 2004.




*Nancy R. Barnes*  
Print Name: Nancy R. Barnes  
Personally Known X  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**ACCEPTANCE OF REGISTERED  
AGENT / REGISTERED OFFICE**

The undersigned, having been named in the Articles of Organization of Theoptia Technologies LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article 7, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision 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 of the Company.



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Name: Daniel D. Whitaker  
Registered Agent  
712 South Oregon Avenue  
Tampa, Florida 33606-2543