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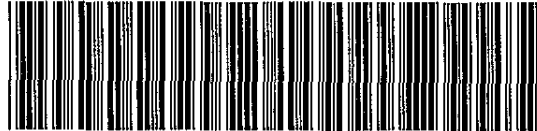
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 472796 80856A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 155.00

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04 MAR -4 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 3, 2004

ORDER TIME : 9:34 AM

ORDER NO. : 472796-005

CUSTOMER NO: 80856A

CUSTOMER: Harry O. Hendry, Esq
The Hendry Law Firm, P.a.

2242 Main Street

Fort Myers, FL 33901

DOMESTIC FILING

NAME: BUYR/SUPLYR MIDDLEWARE, L.L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
BUYR/SUPLYR Middleware, L.L.C.

FILED
04 MAR -4 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be BUYR/SUPLYR Middleware, L.L.C. ("The Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 280 S. Collier Boulevard, #704, Marco Island, FL 34145.

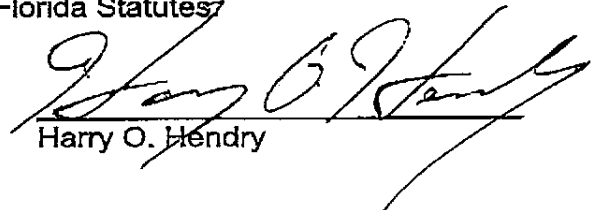
ARTICLE III – DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is: HARRY O. HENDRY, 2242 Main Street, Fort Myers, Florida 33901.

Having been named as registered agent and to accept service of process for the above stated 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 the 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 Chapter 608 Florida Statutes.


Harry O. Hendry

ARTICLE V – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VII – INITIAL MEMBERS/ADMISSION OF NEW MEMBERS

The initial member of the limited liability company is: **ROBERT F. WADDELL.**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

VIII – CONTINUITY

The members will have the right to continue the company upon the death, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any event which terminates the continued membership of a member in the company (collectively "withdrawal") as long as there is a remaining member, and the remaining member or members, agree to continue the company by unanimous written consent after the withdrawal of a member.

ARTICLE IX – TERMINATION OF EXISTENCE

The limited liability company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event terminating the continued membership of a member of the company, or at any time there are no members, provided, that if an individual who is a member dies, the member's personal representative may exercise all of the member's rights for the purpose of settling the members estate; including any power the member had to give an assignee the right to become a member.

ARTICLE X – MANAGEMENT

The management of the limited liability company shall be managed by the members provided that they may appoint a manager who need not be a member of the company by majority agreement. The joint members of the limited liability company shall have full power and authority by majority vote to conduct the business of the company, including without limitation, the power and authority to sell, convey, encumber, manage, deal with and otherwise dispose of both real and personal property, enter into contracts of any nature on behalf of the company, and open and close bank accounts as the authorized signer for the company. The name of the initial manager of the company is **ROBERT F. WADDELL.** The address of the initial manager is 280 S. Collier Boulevard, #704, Marco Island, FL 34145.

XI – LIABILITY OF MEMBERS

Members and Managers of the limited liability company are not personally liable under a judgment, decree, or order of a court or in any other manner, for a debt obligation or liability of the company.

IN WITNESS WHEREOF, the undersigned organizer(s), has made and subscribed these articles of organization at 280 S. Collier Blvd # 704 on this 28th day of February, 2004.


Robert F. Waddell

STATE OF FLORIDA
COUNTY OF Collier

Sworn to and subscribed before me this 28th day of February, 2004, by Robert F. Waddell, who is personally known to me or who produced as identification.



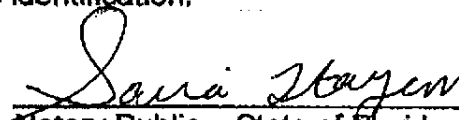

Notary Public – State of Florida
Print Name Sana Itayem
Commission No. CC 953786
My Commission Expires: 7-9-04

EXHIBIT "A"
INITIAL CAPITAL CONTRIBUTIONS

Member

Contribution

Robert F. Waddell

\$ 10.00