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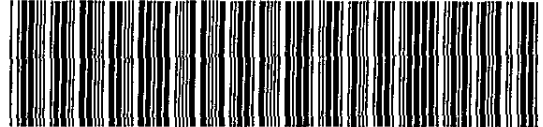
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TALLAHASSEE, FLORIDA

J. BRMAN MAY 24 2004

MARGARET A. WHARTON, P.A.
ATTORNEY AT LAW

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May 13, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

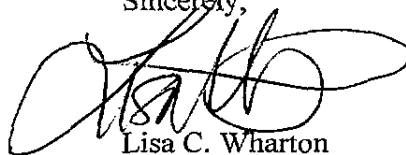
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TALLAHASSEE, FLORIDA

Re: Phase II Consulting

To Whom it May Concern:

Enclosed, please find the original Articles of Organization for the above-mentioned LLC and Designation of Registered agent, along with a check in the amount of \$155.00, to cover all necessary fees, plus fees for a certified copy. I have also enclosed a self-addressed, postage-paid envelope for easy return to our office. Should you have any questions or problems, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,



Lisa C. Wharton

Enc: as noted

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**ARTICLES OF ORGANIZATION
OF
PHASE II TESTING & CONSULTING, LLC**

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., certifies:

ARTICLE I

NAME

The name of the limited liability company is: PHASE II TESTING & CONSULTING, LLC., and the principal address of the company is: 2630 South Tanner Road, Orlando, Florida 32820.

ARTICLE II

DURATION

The duration of this limited liability company shall be perpetual.

ARTICLE III

PURPOSE

The general purpose and objective of this limited liability company is to provide cellular latitude and longitude locating, and all other purposes for which a limited liability company may perform in accordance with Chapter 608, Fla. Stat.

ARTICLE IV

CONTRIBUTIONS

The total capital contributions are:

MARILYN B. WARD: \$500.00

No additional capital contributions have been agreed to be made by the member.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this limited liability company is MARILYN B. WARD. The street address of the registered office of this limited liability company is: 2630 South Tanner Road, Orlando, Florida 32820.

ARTICLE VI

MEMBERS

The initial member of this limited liability company is: MARILYN B. WARD. New members may be admitted only with the consent of the majority in interest of the existing member(s). If a member sells or assigns an interest in the company, the purchaser or assignee is entitled to all of the financial rights of the selling or assigning member in the company. The purchaser or assignee is not permitted to participate in the management of the company without the consent of a majority in interest of the non-selling members.

ARTICLE VII

CONTINUATION OF BUSINESS

The members shall have the right to continue the business of the limited liability company without dissolution upon the occurrence of 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 limited liability company.

ARTICLE VIII

MANAGEMENT

The management of this limited liability company is reserved to its members in accordance with the regulations adopted by all members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name

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and address of the initial manager is:

MARILYN B. WARD: 2630 South Tanner Road, Orlando, Florida 32820.

ARTICLE IX

AMENDMENT

This Company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

ARTICLE X

NAME AND ADDRESS OF THE ORGANIZER

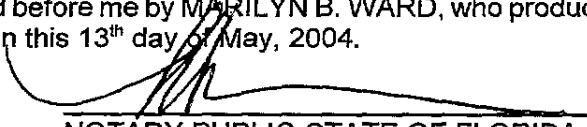
The name and address of each of the authorized member who prepared and signed these Articles of Organization is: MARILYN B. WARD.

IN WITNESS WHEREOF, the undersigned, as the organizers of this limited liability company, have executed these Articles of Organization on the 13th day of May, 2004.


MARILYN B. WARD

STATE OF FLORIDA
COUNTY OF SEMINOLE

THIS INSTRUMENT was acknowledged before me by MARILYN B. WARD, who produced FLA DRIVER'S LIC. for identification, on this 13th day of May, 2004.


NOTARY PUBLIC-STATE OF FLORIDA
Printed: _____

(SEAL)

MARGARET A. WHARTON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC 835989
MY COMMISSION EXPIRES JULY 10, 2007

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the limited liability company at the place designated in these Articles of Organization as the registered office of said limited liability company, I accept the responsibility to act in this capacity and agree to comply with the provisions of the Florida Limited Liability Company Act, Chapter 608, Fla. Stat. relative to keeping open said registered office.

EXECUTED this 13th day of May, 2004.


MARILYN B. WARD

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