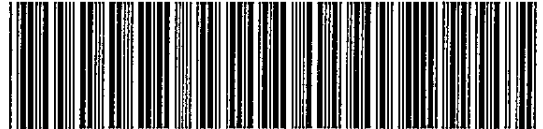


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



900037793619

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(Address)

(Address)

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HELWIG & TODD, P.A.
ATTORNEYS AT LAW

FILED

GRIFFIN HELWIG
PATRICIA HELWIG TODD

June 14, 2004

2004 JUN 15 P 12:31
12428 SAN JOSE BOULEVARD
SUITE 2
JACKSONVILLE, FLORIDA 32223
TELEPHONE (904) 268-7155
FAX (904) 268-3209
EMAIL: GHELWIG@BELLSOUTH.NET
PHTODD@BELLSOUTH.NET

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

Re: XCHANGE SOLUTIONS, L.L.C.

Dear Sir/Madam:

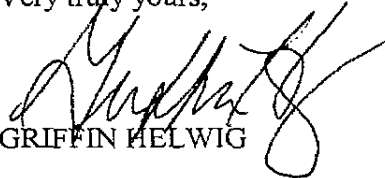
I have enclosed the original and a copy of the Articles of Organization of XCHANGE SOLUTIONS, L.L.C., to be filed with the Secretary of State.

Also enclosed is my check in the amount of \$155.00 for the cost of filing the Articles and obtaining a certified copy of same.

Please forward the certified copy to me at the above address.

Thank you for your assistance in this matter.

Very truly yours,


GRIFFIN HELWIG

GH/abc
Encl.

**ARTICLES OF ORGANIZATION
OF**

XCHANGE SOLUTIONS, L.L.C.

FILED

2004 JUN 15 P 12:37

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 **XCHANGE SOLUTIONS, L.L.C.** ("Company"). The principal place of business of the Company and mailing address of the Company in Florida shall be 12428 San Jose Blvd., Suite 2, Jacksonville, Florida, 32223.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is GRIFFIN HELWIG, 12428 San Jose Blvd., Suite 2, Jacksonville, Florida, 32223.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be deter-

mined by all the members. A member may transfer his, her or its interest in the Company as set forth in the Operating Agreement 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, her or its interest, approve of the proposed transfer by unanimous written consent.

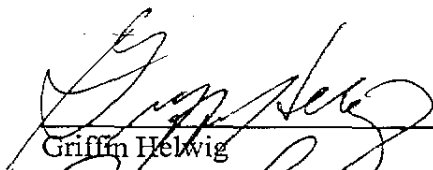
ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

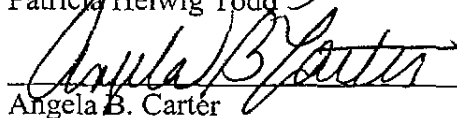
ARTICLE VII - MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager - managed company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, for the foregoing uses and purposes this 14 day of June, 2004.


Griffin Helwig


Patricia Helwig Todd

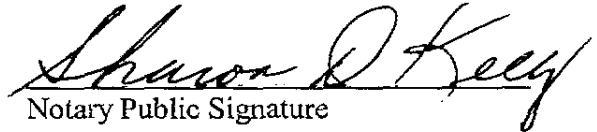

Angela B. Carter

STATE OF FLORIDA
COUNTY OF DUVAL

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The foregoing instrument was acknowledged before me this 14th day of June, 2004, by GRIFFIN HELWIG, PATRICIA HELWIG TODD, and ANGELA B. CARTER, respectively, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.


Notary Public Signature

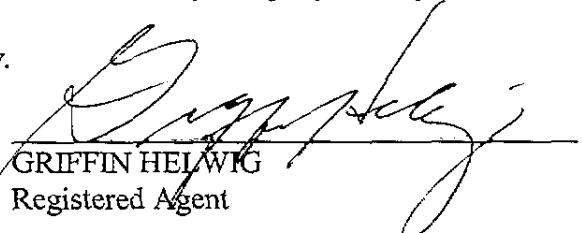
My commission expires:



Sharon D. Kelly
MY COMMISSION # CC968777 EXPIRES
October 14, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of XCHANGE SOLUTIONS, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.


GRIFFIN HELWIG
Registered Agent