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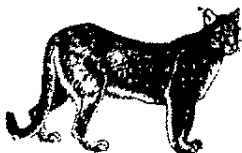


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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN - 3 2005



Jumping Jax TaxSM

"Life, Liberty and the Pursuit of Profit!"
(800) 203-2347

JUMPING JAX TAX, INC.
1940 Harrison St., Ste. 201B
Hollywood, FL 33020-5072
1(800) 203-2347



jack@jumpingjastax.com
Fax (800) 859-8215

Admitted to Practice before the Internal Revenue Service

GUARANTEE

When we are the original tax preparer we will represent you or your business entity for free within 3 years from the filing date of the related tax return, including extensions of time to file the tax return, but excluding extensions of time to pay any taxes owed, if you or your business entity have fully paid us for the related tax return, should the Internal Revenue Service, state revenue service, state labor department as it relates to the state unemployment tax, audit the related tax return.

We exclude from audit protection an amended tax return unless we were the original tax preparer and any tax return where a taxpayer ignores our tax advice about a questionable tax position. We reserve the right at any time to refer you or your business entity to a qualified attorney in appropriate jurisdiction at your expense or your business entity's expense. We do not assure the outcome of any audit in anyway.

PRIVACY

We do not disclose any private information about our clients or former clients to any entity, except as instructed to do so by such clients, or as required by law. We restrict access to our clients' or former clients' private information to those professionals necessary to prepare tax returns and income tax compilations. We maintain physical, electronic and procedural safeguards to protect our clients' or former clients' private information.

22 December 2004

LLC Registration

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

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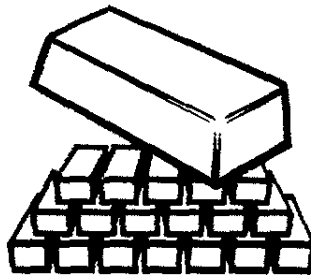
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Merry Christmas,


John J. Malerba, EA
Admitted to Practice before the Internal Revenue

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
For
JAMES M. CONTI, Ph.D. P.L.
(A Florida Professional Limited Liability Company)



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JAMES M. CONTI, P.L.
TALLAHASSEE, FLORIDA

Article I. Preamble

Section 1.01 The authorized representative, Jumping Jax Tax, Inc., submits these Articles of Organization for a Florida Professional Limited Liability Company to the Florida Department of State, Division of Corporations, on behalf of its Sole Member.

Article II. The Name of this Florida Professional Limited Liability Company

Section 2.01 The name of this Florida Professional Limited Liability Company is **JAMES M. CONTI, Ph.D., P.L.**

Article III. The Mailing Address and Street Addresses of the Principle Office of this Florida Limited Liability Company.

Section 3.01 The mailing and street addresses of the principal office of this Florida Professional Limited Liability Company is **1940 HARRISON ST, STE. 300, HOLLYWOOD, FL 33020-5072.**

Article IV. Duration

Section 4.01 This Florida Professional Limited Liability Company **SHALL DISSOLVE 31 DECEMBER 2104** following these Articles of Organization and the Operating Agreement of this Florida Professional Limited Liability Company, unless amended by the Majority-in-Interest of the Members of this Florida Professional Limited Liability Company by 1 October 2104, in accordance with the Operating Agreement of this Florida Professional Limited Liability Company.

Article V. Purpose

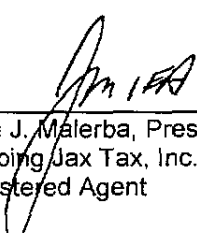
Section 5.01 This Florida Professional Limited Liability Company shall engage in psychological services pursuant to Chapter 490, Florida Statutes and other related Florida Statutes following the Florida Professional Service Corporation and Limited Liability Company Act. No limited liability company under the

Professional Service Corporation and Limited Liability Company Act shall engage in any business other than the rendering of professional services for which it is specifically organized; provided, however, nothing in this act or in any other provisions of existing Florida law applicable to Florida limited liability companies shall be interpreted to prohibit such a limited liability company from investing its funds in real estate, mortgages, stocks, bonds, mutual funds or any other type of investment, or from owning real or personal property necessary for the rendering of professional services.

Article VI. The Registered Agent of this Florida Professional Limited Liability Company

Section 6.01 The Designation of the Initial Registered Agent.

- (1) The Name and Street Address of the Registered Agent of this Florida Professional Limited Liability Company is **JUMPING JAX TAX, INC.** and the street address is **1940 HARRISON ST, STE 201B, HOLLYWOOD, FL 33020-5072.**
- (2) As Registered Agent, Jumping Jax Tax, Inc. accepts service of process for the above Florida Professional Limited Liability Company at the street address designated in these Articles of Organization. It accepts its appointment and agrees to act in this capacity. It further agrees to comply with the provisions of the Florida Limited Liability Company Act and the Professional Service Corporation and Limited Liability Company Act, relating to the proper and complete performance of its duties. Jumping Jax Tax, Inc. is familiar with and accepts the obligations of Registered Agent for this Florida Professional Limited Liability Company.



John J. Malerba, President,
Jumping Jax Tax, Inc.,
Registered Agent

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TALLAHASSEE, FLORIDA

Article VII. Members of this Florida Professional Limited Liability Company

Section 7.01 Members must be psychologists licensed pursuant to Chapter 490, Florida Statutes.

Section 7.02 **James M. Conti is the Sole Member of this Florida Limited Liability Company who owns 100% of the Membership Interest of this Company effective with the filing date of these Articles of Organization.**

Section 7.03 The Majority-in-Interest of the Members of this Florida Professional Limited Liability Company must approve admission of additional Members in accordance with the Professional Service Corporation and Limited Liability Company Act and the Operating Agreement of this Florida Professional Limited Liability Company.

Article VIII. Management

Section 8.01 This Florida Professional Limited Liability Company is **MEMBER-MANAGED** effective with the filing of these Articles of Organization by consent of the Majority-in-Interest of the Members.

Section 8.02 All Members are Managing Members following the Articles of Organization and the Operating Agreement of this Florida Professional Limited Liability Company.

Section 8.03 The term "Managing Member" used in the Florida Limited Liability Company Act refers to Members in this Florida Professional Limited Liability Company.

Article IX. Officers

Section 9.01 James M. Conti is the President of this Florida Professional Limited Liability Company by consent of the Majority-in-Interest of the Members. He shall exercise the enumerated powers within the Operating Agreement of this Florida Professional Limited Liability Company.

Section 9.02 The Majority-in-Interest of the Members may delegate other Officers of this Florida Limited Liability Company following the Operating Agreement of this Florida Professional Limited Liability Company.

Article X. The Effective Time and Date of Commencement of this Florida Professional Limited Liability Company

Section 10.01 The effective time and date of commencement of this Florida Professional Limited Liability Company is **3 JANUARY 2005**.

Article XI. Indemnification of Members, Registered Agents, Authorized Representatives, Employees, or Other Agents of this Florida Professional Limited Liability Company

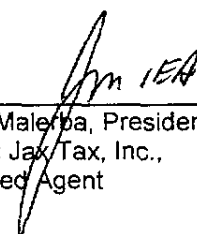
Section 11.01 This Florida Professional Limited Liability Company shall indemnify and hold harmless any Member, any Registered Agent, any Authorized Representative, any Employee or any other Agent from and against all claims and demands with restrictions imposed by these Articles of Organization and the Operating Agreement of this Florida Professional Limited Liability Company.

Section 11.02 Indemnification shall not be made to or on behalf of any Member, any Registered Agent, any Authorized Representative, any Employee, or any other Agent if a judgment or other final adjudication establishes the actions, or omissions to act, of such Member, Registered Agent, Authorized Representative, Employee, or other Agent were material to the cause of action so adjudicated and constitute a violation of criminal law, unless the Member, the Registered Agent, the Authorized Representative, the Employee, or the other Agent had no reasonable cause to believe such conduct was unlawful; a transaction from which the Member, the Registered Agent, the Authorized Representative, the Employee, or the other Agent derived an improper personal benefit; or willful misconduct or a conscious disregard for the best interests of this Florida Professional Limited Liability Company in a proceeding by, or in the right of this Florida Professional Limited Liability Company to procure a judgment in its favor or in a proceeding by or in the right of a Member; or in the case of a Member of this Florida Professional Limited Liability Company, a circumstance under which the liability provisions of section 608.426, Florida Statutes are applicable.

Article XII. Approval and Execution by the Sole Member who holds 100% of the Membership Interest this Florida Professional Limited Liability Company.

Section 12.01 These Articles of Organization were approved by the Majority-in-Interest of the Members of this Florida Professional Limited Liability Company.

Section 12.02 The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, pursuant to section 608.408(3), Florida Statutes.



John J. Malerba, President,
Jumping Jack Tax, Inc.,
Registered Agent