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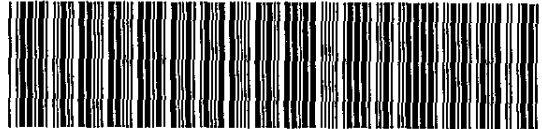
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The Law Offices of
ROBERT L. BARNES, JR., P.L.
a Professional Limited Liability Company

2905 Bayshore Boulevard
Suite 200
Tampa, Florida 33629

Tel. 813.902.8500

Fax 813.902.8599

e-mail: rbarnes@rbarneslaw.com

August 15, 2005

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

Re: ProjectWise, LLC

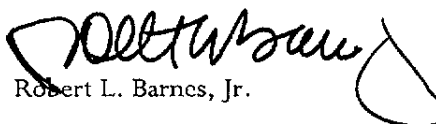
Dear Sir or Madam:

Enclosed please find signed Articles of Organization to be filed for ProfitWise, LLC. Also enclosed is our client's check for filing these Articles. Please return the file-stamped copy of the Articles to our office in the enclosed stamped, self-addressed envelope.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

ROBERT L. BARNES, JR., PL


Robert L. Barnes, Jr.

RLB/kar
Encl.

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ARTICLES OF ORGANIZATION

OF

ProjectWise, LLC

The undersigned person, acting as the organizer of ProjectWise, LLC (the "Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I. NAME AND ADDRESS

The name, mailing address and street address of the principal place of business of the Company is: ProjectWise, LLC; mailing address: 2308 Cardenas Ave., Tampa, Florida 33629; and, street address of principal place of business: 2308 Cardenas Ave., Tampa, Florida 33629.

ARTICLE II. COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Company will commence upon the filing of these Articles, and the existence of the Company will continue for thirty (30) years from the date of filing.

ARTICLE III. PURPOSE

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Company is: 2905 Bayshore Blvd., Suite 200, Tampa, Florida 33629, and the name of the Company's initial registered agent at that address is ROBERT L. BARNES, JR.

ARTICLE V. ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS

Additional or substitute members may be admitted only upon the unanimous written approval of the members of the Company in a manner set forth in its regulations.

ARTICLE VI. MANAGEMENT OF COMPANY

The business of the Company shall be managed by a manager who shall be elected annually by the members of the Company in a manner set forth in the regulations. The manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Company Act, including, specifically, without limitation, Section 608.404, Section 608.424(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its regulations and any other agreement that may be entered into between the members and the manager. The name and address of the initial manager is as follows:

CAREN E. CONNER
2308 Cardenas Ave.
Tampa, Florida 33629.

The manager shall serve in that capacity until the first annual meeting of members or until his successor is elected and qualified.

ARTICLE VII. REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the Company is vested exclusively in the members of the Company.

ARTICLE VIII. ORGANIZER

The name and street address of the Organizer executing these Articles of Organization is:
CAREN E. CONNER, 2308 Cardenas Ave., Tampa, Florida 33629.

ARTICLE IX. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by all of the members, shall be as prescribed by the Secretary of State of the State of Florida and shall be sworn and subscribed to by all of the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

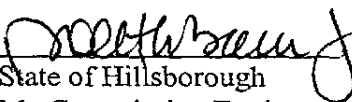
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5th day of August, 2005.



CAREN E. CONNER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Organization were acknowledged before me this 5th day of August, 2005, by CAREN E. CONNER who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath.



Notary Public
State of Hillsborough
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415 or 608.507, Florida Statutes, the following is submitted:

That ProjectWise, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 2905 Bayshore Blvd., Suite 200, Tampa, FL 33629, has named ROBERT L. BARNES, JR., as its agent to accept service of process within the State of Florida.

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 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.

DATED this 5th day of August, 2005.


ROBERT L. BARNES, JR.


CAREN E. CONNER

(In accordance with Section
608.408(3), Florida Statutes,
the execution of this document
constitutes an affirmation under
the penalties of perjury that the
facts stated herein are true)

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