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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 52810

RE:

Meridian Services Group, L.C.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™ <i>L.C.</i>		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) <i>Past</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

RECEIVED
 JUN 4 1996
 11:12:53
 DIVISION OF CORPORATE REGISTRATION
 TALLAHASSEE, FLORIDA

B. REGISTER JUN 4 1996

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/4		
TIME	11:30		CK No.
BY	77		

WALK-IN
 Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
MERIDIAN SERVICES GROUP, L.C.
a Florida Limited Liability Company**

FILED
96 JUN -4 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Limited Liability Company is MERIDIAN SERVICES GROUP, L.C. (the "Company").

**ARTICLE II
PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
ADDRESS**

The mailing and street address of the Company's principal place of business is Suite 1403, 111 Second Avenue Northeast, St. Petersburg, Florida 33701-3443.

**ARTICLE IV
DURATION**

The Company's existence shall commence on the 4th day of June, 1996 and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

ARTICLE V MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI MEMBERS

The names and addresses of the initial members are as follows:

HEVIA, BEAGLES & COMPANY, P.A.
Suite 1403
111 Second Avenue Northeast
St. Petersburg, FL 33701-3443

Dr. Paul E. Johnson, DVM
Post Office Box 1758
Enterprise, AL 36331

Dr. John Ferry, DMV
7 West Church Street
Adams, NY 13605

ARTICLE VII ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

ARTICLE VIII CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION AND MEMBER VOTING

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Percentage</u>
Hevia, Beagles & Company, PA	\$1,000.00	33 1/3%
Dr. Paul E. Johnson, DVM	\$1,000.00	33 1/3%
Dr. John Ferry, DMV	\$1,000.00	33 1/3%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE IX ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.


ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 1245 Court Street, Suite 102, Clearwater, Pinellas County, Florida. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Alan S. Gassman, Esquire. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 3rd day of June, 1996.

AUTHORIZED REPRESENTATIVE
OF MEMBER HEVIA, BEAGLES &
COMPANY, P.A.:


ALAN S. GASSMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of June, 1996, by ALAN S. GASSMAN, as Authorized Representative of HEVIA, BEAGLES & COMPANY, P.A., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.




Notary Public, State of Florida
My Commission Expires:

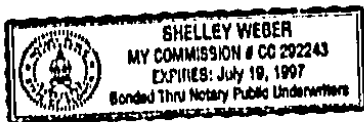
AUTHORIZED REPRESENTATIVE
OF MEMBER OF DR. PAUL E.
JOHNSON, DVM:


ALAN S. GASSMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of June, 1996, by ALAN S. GASSMAN as Authorized Representative of DR. PAUL E. JOHNSON, DVM, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.



Shelley Weber
Notary Public, State of Florida
My Commission Expires:

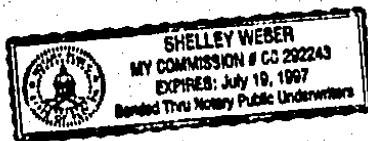
AUTHORIZED REPRESENTATIVE
OF MEMBER OF DR. JOHN FERRY, DMV

Alan S. Gassman
ALAN S. GASSMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of June, 1996, by ALAN S. GASSMAN as Authorized Representative of DR. JOHN FERRY, DMV, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.



Shelley Weber
Notary Public, State of Florida
My Commission Expires:


BeaglesLLCArticles.LTD
:saw 6-3-96

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street
Suite 102
Clearwater, Florida 34616

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



ALAN S. GASSMAN, ESQUIRE


FILED
96 JUN -4 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED MEMBER or authorized representative of a member of
MERIDIAN SERVICES GROUP, L.C., deposes and says:

1. That the above-named limited liability company has at least two (2) members.
2. That the total amount of cash contributed by the members is \$3,000.00.
3. That the total amount of cash or property anticipated to be contributed by members is \$3,000.00. This total includes amounts from paragraph 2 above.
5. That he is the authorized representative of a member of MERIDIAN SERVICES GROUP, L.C.

Further Affiant sayeth naught.


ALAN S. GASSMAN
Affiant

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of June, 1996, by ALAN S. GASSMAN, as Authorized Representative of Member HEVIA, BEAGLES & COMPANY, P.A., who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.


Notary Public/State of Florida
My Commission Expires:

