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1201 HAYS STREET  
TALLAHASSEE, FL 32301-1607  
904-241-9171  
904-241-0391 FAX

800-344-8086



PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 126195 96202A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 21, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 126195-005

CUSTOMER NO: 96202A

CUSTOMER: William A. Maher, Cpa  
WILLIAM A. MAHER, CPA, P.A.

2038 Henley Place

Fort Myers, FL 33901

800001986388--7  
-10/25/96--01074--019  
\*\*\*\*285.00 \*\*\*\*285.00

FILED  
55 OCT 21 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BRAIN FORCE TEAM L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED  
55 OCT 21 AM 11:09  
DIVISION OF CORPORATION

KR  
10.21.96

ARTICLES OF ORGANIZATION  
OF  
BRAIN FORCE TEAM, L.C.

FILED  
95 OCT 21 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company is: Brain Force Team, L.C.

ARTICLE II - PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE III - PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in the transaction of any or all lawful business for which limited liability companies may be incorporated under the provisions of Florida Limited Liability Company Act. The Limited Liability Company shall have all of the powers vested in a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE IV - ADDRESS OF PLACE OF BUSINESS

The mailing address and the street address of the principal office of the Limited Liability Company is: 2038 Henley Place, Ft. Myers, Florida 33901

#### ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Limited Liability Company is: William A. Maher, 2038 Henley Place, Ft. Myers, Florida 33901

#### ARTICLE VI - ADDITIONAL MEMBERS

Members may admit additional members upon unanimous agreement of the then existing members.

#### ARTICLE VII - CONTINUITY OF BUSINESS

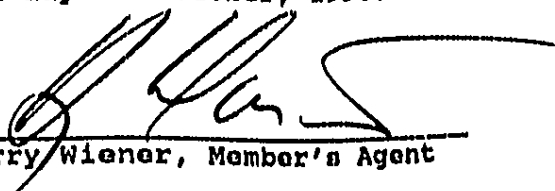
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

#### ARTICLE VIII - MANAGEMENT

The Limited Liability Company is to be managed by a manager, or managers. Names and addresses of the manager who is to serve as manager until the first annual meeting of members or until their successors are elected and qualified are as follows:

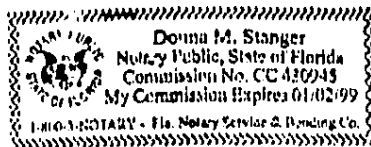
William A. Maher  
2038 Henley Place  
Ft. Myers, Florida 33901

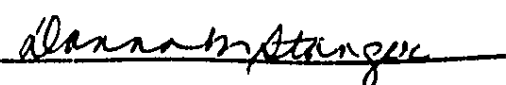
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 18th day of October, 1996.

  
Harry Wiener, Member's Agent

STATE OF FLORIDA )  
COUNTY OF LEE )

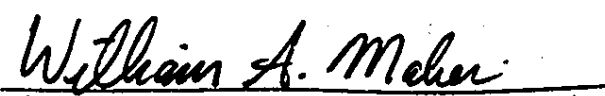
The foregoing instrument was acknowledged before me this 18th day of October, 1996, by Harry Wiener, as an agent of MBS Ltd. of Switzerland who is a member of Brain Force Team, L.C. Harry Wiener is personally known to me or produced FLORIDA DRIVER'S LICENSE as identification. #W560-360-50-136-0



  
Donna M Stanger  
Printed Name  
1/02/99  
My Commission Expires

**ACCEPTANCE BY REGISTERED AGENT**

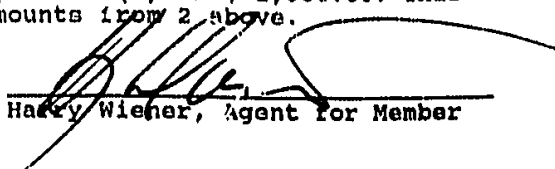
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

  
William A. Maher, Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Brain Force Team, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00
3. The total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00. This total includes amounts from 2. above.

  
Harry Wiener, Agent for Member

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