

David Cole Davidson
11346 Harborside Drive
Largo, Florida 33773
(813) 397-9797

March 7, 1997

Division of Corporation
Attn. Karen Beyer
Florida Department of State
409 E. Gaines St.
Tallahassee, FL 32399

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****337.50 ****337.50

Dear Ms. Beyer

Enclosed please find Articles of Organization for:

MARKUSON, KALB & DAVIDSON, CHARTERED

Also enclosed is a check for \$337.50 representing the filing fee of \$250.00, Designation of Resident Agent \$35.00, and Certified Copy \$52.50. I very much appreciate your assistance in resolving the issue of the use of "Chartered" in the name of the professional limited liability company.

Thanks again for your prompt attention and courtesy in this matter.

Sincerely,

David Cole Davidson, Esquire.

P.S. Please return the certified copy to the Largo address.

FILED
97 MAR 10 PM 6:44
TALLAHASSEE, FL

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**ARTICLES OF ORGANIZATION
OF
MARKUSON, KALB & DAVIDSON, CHARTERED**

FILED
97 MAR 10 PM 8:44
SEC. CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional limited liability company under the Florida Limited Liability Company Act and the Professional Service Corporation and Limited Liability Company Acts, respectively, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be:

MARKUSON, KALB & DAVIDSON, CHARTERED

This Limited Liability Company may be referred to as the "Company" throughout the remainder of these Articles.

**ARTICLE II
TERM**

The term of this Company shall commence on the date these Articles are filed with the Secretary of State of Florida and shall continue, unless sooner terminated, in accordance with the other provisions of these Articles of Organization for so long as this Company holds any interest in or has any obligation relating to any property or until the Members in this Company consent to the termination of this Company as provided for herein; however, this Company shall, if not sooner terminated, terminate on the last day of the thirtieth (30th) year from the date of the filing of these Articles of Organization with the Secretary of State of Florida.

**ARTICLE III
NATURE OF THE BUSINESS**

The Company is organized for the sole and specific purpose of engaging in the practice of law, and to take all actions that are necessary and proper in connection with that practice. However, the Company may engage in such activities incidental to the practice of law which are permissible under the Professional Service Corporation and Limited Liability Company Act.

ARTICLE IV
PROFESSIONAL SERVICES

The professional services of the Company shall be rendered only through its members, employees, and agents who are duly licensed or otherwise legally authorized to practice law. Professional services shall be rendered in each case by the member, employee, or agent designated solely by this Company, acting through its duly designated members.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Company is:
100 North Tampa Street , Suite 2940, Tampa, FL 33602

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the Company is David Cole Davidson, Esquire.
The street address of the initial registered office and registered agent of this Company is:
100 North Tampa Street , Suite 2940, Tampa, FL 33602

ARTICLE VII
INITIAL MEMBERS OF THIS COMPANY

The initial Members of this Company shall be:

David Cole Davidson	11346 Harborside Drive	Largo, Florida 33773
Stuart B. Kalb	One Lincoln Centre 5400 LBJ Freeway, Suite 950	Dallas, Texas 75240
Grant Markuson	1811 W. Diehl Road, Suite 600	Naperville, Illinois 60563

ARTICLE VIII
ADMISSION OF NEW MEMBERS

Additional Members may be admitted to this Company, from time to time, with the written consent of each of the current Members of this Company and on such terms and conditions as are set forth in the regulations of this Company.

ARTICLE IX
CONTRIBUTIONS TO THE COMPANY

The amount of contribution to capital by each Member of this Company shall be one hundred dollars (\$100.00).

The total contributions to capital of this Company shall be \$300.00.

ARTICLE X
ADDITIONAL CONTRIBUTIONS

Additional contributions to capital may be made by, or may be required of, each Member in such amounts and at such times as may be agreed upon as provided in these Articles.

ARTICLE XI
RETURN OF CONTRIBUTIONS

The contribution of each Member of this Company is to be returned to each such Member upon request or upon dissolution of this Company.

ARTICLE XII
MANAGEMENT OF THE BUSINESS

Management of this Company shall be vested in its members in proportion to their contributions to the capital of the Company, as adjusted from time to time, to reflect any additional contributions or withdrawals by the members of this Company. Unless otherwise provided in these Articles, a majority in interest shall control in all decisions of Company matters.

ARTICLE XIII

REGULATIONS

The Members of this Company shall adopt regulations containing all provisions for the regulation and management of this Company not inconsistent with the law or these Articles of Organization. The power to alter, amend or repeal these Regulations shall be vested in the Members of this Company pursuant to these Articles of Organization.

ARTICLE XIV

PROPERTY

Real or personal property originally brought into or transferred to this Company, or acquired by this Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Company.

ARTICLE XV

ANNUAL MEETINGS

Annual meetings of the Members shall be held without written call within forty-five (45) days after the close of the Company's fiscal year at times and places selected by the Members. Attendance at each annual meeting constitutes a waiver of notice.

ARTICLE XVI

SPECIAL MEETINGS

Special Meetings may be called by any Member of this Company by notifying the remaining members in writing or by telephone or other telecommunication device of the time and place said meeting is to be held. Such notice shall be at least seven working days in advance of the meeting. The meeting shall take place within fifteen working days of such notice unless otherwise agreed by all members. Special Meetings may be held by telephone or other telecommunication device.

ARTICLE XVII
TRANSFERABILITY OF MEMBER'S INTEREST

A Member's interest in this Company may be transferred only with the unanimous written consent of all of the remaining Members if the transferee intends to become a Member, which if such unanimous consent is not given in writing shall not entitle the transferee to become a Member or to participate in the management of the company, but shall only entitle the transferee to that proportional share of profits, other compensation, or the return of contributions to which the transferor would otherwise be entitled.

ARTICLE XVIII
PROFITS AND LOSSES

Profits and losses generated by the business of the Company shall be passed through to the Members in accordance with the Regulations of the Company.

ARTICLE XIX
DISSOLUTION

Except as provided in Article XX, this Company shall be dissolved on the occurrence of any of the following events:

- A. Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- B. Withdrawal, retirement or expulsion of a Member.
- C. Death, disability or bankruptcy of a Member.
- D. Unanimous written consent of the Members.

ARTICLE XX
RIGHT TO CONTINUE BUSINESS

The remaining Members of this Company shall have the right to continue business on the death, retirement, expulsion, bankruptcy or dissolution of a Member or occurrence of any other

event that terminates the continued Membership of a Member in the Company provided the remaining Members give their unanimous written consent to the continuance of the company.

ARTICLE XXI
PAYMENT IF THE COMPANY IS CONTINUED

If the remaining Members elect to continue the Company business under ARTICLE XX, they shall pay to the retiring, withdrawing, or expelled Member, or to the estate of the deceased, the value of such Member's interest, as determined in the Regulations of the Company, as of the date of the events enumerated in ARTICLE XIX.

ARTICLE XXII
VALUE OF MEMBER'S INTEREST

The value of a Member's interest in the Company shall be determined as provided in the regulations of this Company.

ARTICLE XXIII
WINDING UP AND LIQUIDATION

On dissolution of this Company, if the Company business is not continued pursuant to Article XX, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- A. Amounts owing to creditors other than Members.
- B. Amounts owing to Members other than for capital and profits.
- C. Amounts owing to Members in respect to capital
- D. Amounts owing to Members in respect to profits.

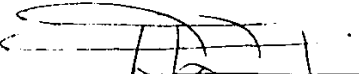
ARTICLE XXIV
NOTICE TO MEMBERS

Except as otherwise provided in these Articles, all notices to the Members of this Company pursuant to these Articles shall be deemed effective when given by personal delivery or by certified or registered mail, return receipt requested.

ARTICLE XXV
AMENDMENTS

These articles, except with respect to the vested rights of the Members or with respect to Articles requiring unanimous consent, may be amended from time to time by a majority of percentile interests of the Members, and the amendments shall be filed with the Florida Department of State. Otherwise, these Articles may, in any event, be amended by unanimous consent of the members and filed with the Florida Department of State, duly signed by all Members of the Company.

IN WITNESS WHEREOF, the undersigned member executes these Articles of Organization on the 5th day of March, 1997.



David Cole Davidson, Esquire.

Affidavit Of Member Executing These Articles

David Cole Davidson, under penalty of perjury, declares and affirms:

1. He is a member of Markuson, Kalb, and Davidson, Chartered.
2. There are three initial members of the Company whose identity and capital contributions are as stated in these Articles.
3. There is no property, other than cash, contributed.
4. There are no additional contributions expected in the immediate future.

March 5th, 1997

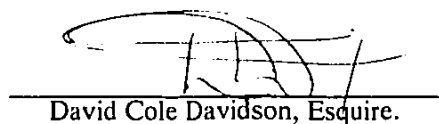


David Cole Davidson, Esquire.

RESIDENT AGENT'S ACCEPTANCE OF DESIGNATION

I, the undersigned, am familiar with the obligations of resident agent and accept designation as Registered Agent of:

MARKUSON, KALB & DAVIDSON, CHARTERED



David Cole Davidson, Esquire.

FILED
97 MAR 10 PM 8:44
SECOND JUDICIAL DISTRICT
TALLAHASSEE, FLORIDA