

CAPITAL CONNECTION, INC.

417 E. Virginia Ave., Tallahassee, FL 32301, (904)224-8870
 Mailing Address: P.O. Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 (904) 224-1122

RECEIVED
FILED
97 APR -1 AM 9:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NAME _____
 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 \$ _____

No. 53794

RE: Rice Fowler, LLC

Capital Express _____
 Art. of Incorporation _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Copy(s) _____

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S- _____
 Fictitious Name F000002131959--6
 -04/02/97--01123--011
 Name Reservation ****285.00 ****285.00
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () pgs. _____

SUBTOTALS

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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 7/1 1100

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

FILED

97 APR -1 PM 9 43

SECRETARY OF STATE
TALAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF**

RICE FOWLER, L.C.

The undersigned incorporator, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby adopts the following Articles of Organization.

**ARTICLE I
NAME**

The name of the company shall be: RICE FOWLER, L.C.

**ARTICLE II
PERIOD OF DURATION**

The company shall continue until dissolved.

**ARTICLE III
PURPOSE OF COMPANY**

The purpose of the company is to provide legal services.

**ARTICLE IV
PLACE OF BUSINESS**

The principal place of business and mailing address of the company shall be:

890 South Dixie Highway
Coral Gables, Florida 33146

**ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Gerhardt A. Schreiber, Esquire
890 South Dixie Highway
Coral Gables, Florida 33146

**ARTICLE V
INITIAL CAPITAL**

Each member shall contribute \$500.00 cash for a total initial cash capital of \$1,000.00.

Additionally, Schreiber, Rodon-Alvarez, P.A. shall contribute a library, furniture, fixtures, and computer systems valued at \$25,000.00 and accounts receivable valued at \$100,000.00. Rice, Fowler, Kingsmill, Vance, Flint & Rodriguez, LLP shall contribute a computer network system valued at \$25,000.00.

**ARTICLE VI
MEMBERS**

The members of the company shall be:

Rice, Fowler, Kingsmill, Vance, Flint & Rodriguez, LLP
Place St. Charles 36th Floor
202 St. Charles Avenue
New Orleans, Louisiana 70170

Schreiber, Rodon-Alvarez, P.A.
890 South Dixie Highway
Coral Gables, Florida 33146

**ARTICLE VII
MANAGEMENT**

The company shall be managed by a manager. The initial manager shall be Gerhardt A. Schreiber.

**ARTICLE VII
INCORPORATOR**

The name and street address of the incorporator to these Articles of Organization is:

Gerhardt A. Schreiber, Esquire
Schreiber, Rodon-Alvarez, P.A.
890 South Dixie Highway
Coral Gables, Florida 33146

The undersigned has executed these Articles of Organization this 31st day March, 1997.

GA Schreiber

Signature/Member

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.407, Florida Statutes, the following company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Rice Fowler, L.C.
2. The name and address of the registered agent and office is:

Gerhardt A. Schreiber, Esquire
890 South Dixie Highway
Coral Gables, Florida 33146

SIGNATURE: GA Schreiber
(member)

DATE: 3/31/97

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE: GA Schreiber

DATE: 3/31/97

97
APR - 1 PM 9:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Gerhard A. Schreiber,
Vice President of Schreiber, Rodon-Alvarez, P.A., a member of Rice Fowler, L.C., who
after being duly sworn, deposes and says that:

The members of Rice Fowler, L.C. are:

Rice, Fowler, Kingsmill, Vance, Flint & Rodriguez, LLP
Place St. Charles 36th Floor
202 St. Charles Avenue
New Orleans, Louisiana 70170

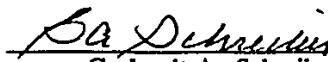
Schreiber, Rodon-Alvarez, P.A.
890 South Dixie Highway
Coral Gables, Florida 33146

The amount of capital contribution of each member :

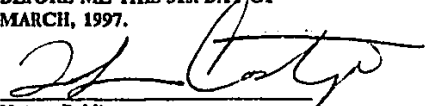
Each member shall contribute \$500.00 cash for a total initial cash capital of \$1,000.00.

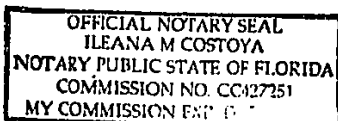
Schreiber, Rodon-Alvarez, P.A. shall contribute a library, furniture, fixtures, and computer
systems valued at \$25,000.00 and accounts receivable valued at \$100,000.00.

Rice, Fowler, Kingsmill, Vance, Flint & Rodriguez, LLP shall contribute a computer
network system valued at \$25,000.00.


Gerhardt A. Schreiber

SWORN TO AND SUBSCRIBED
BEFORE ME THIS 31st DAY OF
MARCH, 1997.


Notary Public
State of Florida



FILED
97 APR -1 PM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA