

LAW OFFICES OF
Mitchell E. Albaugh, P.A.
2130 West Brandon Boulevard, Suite 102
Brandon, Florida 33511

FILED
SECRETARY OF STATE
97 MAY 22 AM 9:30

TDD (813) 661-9657
"We speak American Sign Language"

Telephone (813) 684-2976
Facsimile (813) 661-9657

L97 000000569
May 19, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002187638--0
-05/22/97--01018--010
****285.00 ****285.00

Re: **GLOBAL SERVICE GROUP, L.C.**
A Florida Limited Liability Company

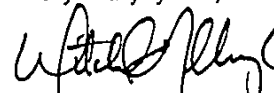
Dear Sir or Madam:

Please find enclosed the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed is a check in the amount of \$285.00 (\$250.00 for Filing and \$35.00 for Designation of the Registered Agent).

From: Mitchell E. Albaugh, Esquire
MITCHELL E. ALBAUGH, P.A.
2130 West Brandon Boulevard
Suite 102
Brandon, Florida 33511
(813) 684-2976

Thank you for your cooperation in this regard.

Very truly yours,


Mitchell E. Albaugh

MEA:wp

ENCLOSURES

RD
5 23 97

**ARTICLES OF ORGANIZATION
OF**

**GLOBAL SERVICE GROUP, L.C.
A Florida Limited Liability Company**

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
97 MAY 22 AM 9:30

THE UNDERSIGNED, for the purpose of forming a Florida limited liability company under *Chapter 608, Florida Statutes*, do hereby make and adopt the following Articles of Organization:

ARTICLE 1. NAME

The name of the limited liability company is: *GLOBAL SERVICE GROUP, L.C.*

ARTICLE 2. ADDRESS

The mailing address and street address of the principal office of the limited liability company is:

4890 West Kennedy Boulevard
Suite 130
Tampa, Florida 33609

ARTICLE 3. DURATION

The period of duration for the limited liability company shall be perpetual.

ARTICLE 4. MANAGEMENT

The limited liability company is to be managed by the members and the names and addresses of the managing members are:

NAME

ADDRESS

James Franklin Bagwell

Post Office Box 1550
Darlington, SC 29532

James W. Falkner

15203 Lake Maurine Drive
Odessa, FL 33556

C. C. (Chip) Morgan, Jr.

128 Adriatic Avenue
Tampa, FL 33606

ARTICLE 5. ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members, as follows:

- (1) All additional members must be approved by a majority of the current members;
and
- (2) All additional members must make a contribution of capital in an amount acceptable to a majority of the current members.

ARTICLE 6. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members shall have the right to continue the business following 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, as follows:

- (1) Upon appropriate legal authorization, the limited liability company shall distribute to the former member, or his or her estate, a sum equal to the former member's Relative Capital Account, as that term is defined at **§608.402(14), Florida Statutes**, multiplied by the Capital Account, as that term is defined at **§608.402(3), Florida Statutes**, less any liabilities or obligations outstanding as of the date of the former member's death, retirement, resignation, expulsion, bankruptcy or dissolution or the occurrence of such other event which terminated the former member's continued membership.

Each member expressly agrees that the payment set forth in this provision shall fully satisfy any claim that member or his or her estate may have against the limited liability company upon that member's death, retirement, resignation, expulsion, bankruptcy or dissolution or the occurrence of such other event which terminates that member's continued membership.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Organization

on this 16TH day of MAY, 1997.


JAMES W. FALKNER, Member


C. C. (CHIP) MORGAN, JR., Member

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was affirmed and signed before me, on this 16th
day of May, 1997, by each of the following individuals:

JAMES W. FALKNER:

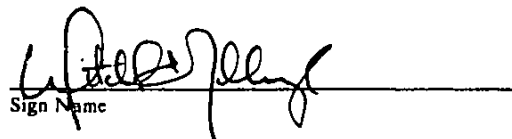
(Member - Printed or Typed Name)

[☒] who is personally known to me, or
[] who produced the following identification: _____

C.C. (CHIP) MORGAN, JR.:

(Member - Printed Or Typed Name)

[☒] who is personally known to me, or
[] who produced the following identification: _____


Sign Name

Mitchell E. Albaugh
Print Name

NOTARY PUBLIC



MITCHELL E. ALBAUGH
MY COMMISSION # CC480103 EXPIRES
July 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

(SEAL)

Prepared By:
The Law Offices of
MITCHELL E. ALBAUGH, P.A.
2130 W. Brandon Blvd., Suite 102
Brandon, Florida 33511
(813) 684-2976

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

PURSUANT TO the provisions of *Chapter 608.415, Florida Statutes*, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office in the State of Florida:

1. The name of the limited liability company is:

GLOBAL SERVICE GROUP, L.C.

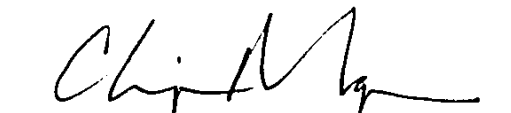
2. The name and address of the registered agent/office is:

**C. C. (Chip) Morgan, Jr.
4890 West Kennedy Boulevard
Suite 130
Tampa, Florida 33609**


JAMES W. FALKNER, Member


C. C. (CHIP) MORGAN, JR., Member

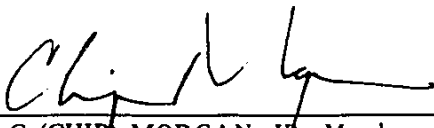
HAVING BEEN NAMED as Registered Agent and to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.


C. C. (CHIP) MORGAN, JR.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of **GLOBAL SERVICE GROUP, L.C.**, deposes and says:

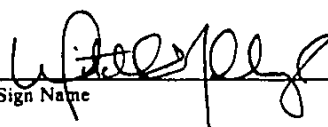
1. The above named limited liability company has at least two (2) members;
2. The total amount of cash contributed by the member(s) is \$50,000.00;
3. The agreed value of property other than cash contributed by member(s) is \$25,000.00, which consist of start-up, client acquisition and development services furnished to the limited liability company; and
4. The total amount of cash and property anticipated to be contributed by member(s) is \$150,000.00. This amount includes the amounts from 2 and 3 above.


C. C. (CHIP) MORGAN, JR., Member

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was affirmed and signed before me, on this 16th day of May, 1997, by C. C. (Chip) Morgan, Jr., who is either personally known to me or has provided _____ as identification, and who did take an oath.


Sign Name

Mitchell E. Albaugh
Print Name NOTARY PUBLIC



MITCHELL E. ALBAUGH
MY COMMISSION # CC480103 EXPIRES
July 12, 1999
BONDED THROUGH TROY FARM INSURANCE, (SEAL)

97 MAY 22 AM 9:30