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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/10/97--01110--002
****285.00 ****285.00

SUBJECT: Douglas E. Jacobson, CPA, L.C.
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent

A letter of acknowledgment will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. **Please send one check for the total amount made payable to the Florida Department of State.**

FROM: Douglas E. Jacobson, CPA, L.C.
Name (Printed or typed)

501 S. Dakota Avenue
Address

Tampa, FL 33606
City, State & Zip

813-254-5656
Daytime Telephone number

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Notary Notarization	DCC
N. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
DOUGLAS E. JACOBSON, CPA, L.C.**

I, the undersigned, does hereby certify that I have associated myself for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of said limited liability company.

ARTICLE I

NAME

The name of this limited liability company shall be **DOUGLAS E. JACOBSON, CPA, L.C.**

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, associations, or corporation carrying on any kind of business of a similar nature to that which this limited

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liability company is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

5. To exercise all of any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by the law, while acting as agent, nominee, or attorney-in-fact for any persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its businesses or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses continued in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this

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limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any powers, or do any act which a limited liability company may or may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash property as set forth in Exhibit "A". Additional contributions will be made a required for investment purpose, as determined by unanimous consent of the members.

ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V

DURATION

This limited liability company shall have a perpetual existence.

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ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located in the City of Tampa, County of Hillsborough, State of Florida, and the post office address of said principal office of the corporation shall be 501 S. Dakota, Tampa, Florida 33606.

ARTICLE VII

MEMBERS

Management of this limited liability company is reserved to its members:

Douglas E. Jacobson 501 S. Dakota, Tampa, FL 33606

Gerald L. Birch 330 N. Spring Blvd, Tarpon Springs, FL 34689

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ARTICLE VIII

INITIAL REGISTERED OFFICE

The street address of the initial registered offices is 501 S. Dakota, Tampa, Florida 33606, and the name of the initial registered agent of that office is Gerald L. Birch.

ARTICLE IX

ADMISSION OF NEW MEMBERS

Members shall have the right to admit new members by unanimous consent. Contributions required of the new members shall be determined as of the time of admissions to the limited liability company.

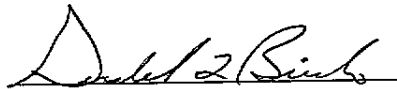
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of members.

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a members, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE X
MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulations and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Gerald L. Birch.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribe these articles of organization at Tampa, Hillsborough County, Florida on this 28 day of October, 1997.



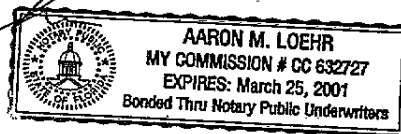
Name of Organizer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tampa, Hillsborough county, Florida on this 16 day of November, 1997.



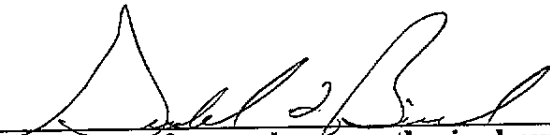


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
Douglas E. Jacobson, CPA, 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 member(s) is \$ _____.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 2,000.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ _____.
- 5) the total amounts of 2, 3 and 4 is \$ 2,000.

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Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

Douglas E. Jacobson, CPA, L.C.

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

Gerald L. Birch

(NAME)

501 W. Dakota Avenue

(P. O. Box NOT ACCEPTABLE)

Tampa, FL 33606

(CITY/STATE/ZIP)

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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.


(SIGNATURE)

10/28/97

(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

Exhibit "A"

1. Office Furniture
2. Office Equipment