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CAPITAL CONNECTION INC.

17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
 (850) 224-8870 • 1-800-442-8882 • Fax (850) 224-1222

Meridian Management
 Services, L.C.

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W. P. Verifier	<i>OK</i>

Signature

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ARTICLES OF ORGANIZATION
OF
MERIDIAN MANAGEMENT SERVICES, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I. NAME

The name of this limited liability company is MERIDIAN MANAGEMENT SERVICES, L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the limited liability company is 33 North Garden Avenue, Suite 950, Clearwater, Florida 33755.

ARTICLE III. DURATION

The commencement of this limited liability company's existence shall be at the time of the filing of these Articles Of Organization by the Florida Department of State. This limited liability company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by

Articles Of Organization of MERIDIAN MANAGEMENT SERVICES, L.C.

amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV. MANAGEMENT

The limited liability company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

William Duke
33 North Garden Avenue, Suite 950
Clearwater, Florida 33755

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ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: Additional members may be admitted upon the approval of a majority of the Members of the Company, upon written application of such new Member, in the manner set forth in the Regulations of this Company.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on 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 shall be: The remaining Members of the limited liability company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member upon written election of the remaining members in the manner set forth in the Regulations of this Company.

Articles Of Organization of MERIDIAN MANAGEMENT SERVICES, L.C.

ARTICLE VII. AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment of these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE VIII. REGULATIONS OF COMPANY

The power to adopt, alter, amend, or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulation may not be altered, amended or repealed by the Manager(s).

ARTICLE IX. INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records).

ARTICLE X. CONTRACTING DEBT

Except as otherwise provided by Law, no debt shall be contracted not liability incurred by or on behalf of this company except by the Manager(s) of if managed by the Members, by any Member of this Company, unless otherwise provided herein.

ARTICLE XI. TRANSFERABILITY OF MEMBER'S INTEREST

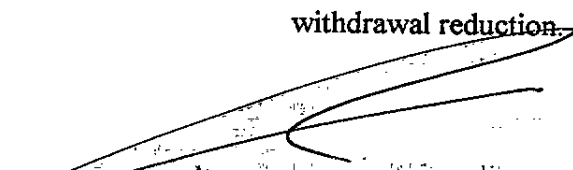
An interest of a Member of the Company my be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return contributions to which that Member otherwise would be entitled.

ARTICLE XII. WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

1. A Member shall not receive out of the Company property any part of his or her contribution to capital until:
 - (a) all liabilities of the company, except liabilities to Members on account of their contribution to capital, have been paid or sufficient property of the company remains to pay them,


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- (b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,
- (c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.


S. Craig Wakefield, Agent for
Eagle Enterprises, Ltd.

State Of Florida
County Of Osceola

On February 11th, 1998, S. Craig Wakefield, Agent for Eagle Enterprises, Ltd., designated above as the individual who shall serve as the corporation's organizer, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Organization of MERIDIAN MANAGEMENT SERVICES, L.C.


Notary Public



Dorendra Renet McCall
MY COMMISSION # CC520194 EXPIRES
April 24, 2000
BONDED THRU TROY PAIN INSURANCE, INC.

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:


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Articles Of Organization of MERIDIAN MANAGEMENT SERVICES, L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MERIDIAN MANAGEMENT SERVICES, 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: \$1,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is: none.
4. The amount of cash or property anticipated to be contributed by member(s) is: none at this time.
5. The total amount of 2, 3 and 4 are: \$1,000.00.



S. Craig Wakefield, Agent for
Eagle Enterprises, Ltd.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 608.415 or 608.507, Florida Statutes, the undersigned limited liability 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 limited liability company is: Meridian Management Services, L.C.
2. The name and street address of the registered agent and office is: S. Craig Wakefield, Esq., Wakefield & Associates, P.A., 1400 West Oak Street, Suite A, Kissimmee, Florida 32741.

HAVE 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


S. CRAIG WAKEFIELD

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