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TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY

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

600002442216--8
-02/27/98--01022--001
*****293.75 *****293.75

SUBJECT: LAW OFFICES OF MILLER & WU, P.L.
(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 acknowledgement 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.

LAW OFFICES OF STEPHEN K. MILLER
FIRST STREET LEGAL CENTER
309 NORTH EAST FIRST STREET
GAINESVILLE, FL 32601

FROM: _____
Name (Printed or typed)

Address

City, State & Zip

352 335-2393
Daytime Telephone number

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98 FEB 27 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
LAW OFFICES OF MILLER & WU, P.L.**

The undersigned, being duly licensed to practice law under the laws of the State of Florida, for the purpose of forming a professional limited liability company under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be LAW OFFICES OF MILLER & WU, P.L., hereinafter referred to as "company".

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 309 NE 1st Street, Gainesville, FL 32601.

ARTICLE III -- DURATION

The company shall commence its existence on January 1, 1998. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Stephen K. Miller, Esq., 309 NE 1st Street, Gainesville, FL 32601.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the attached Affidavit of Membership and Contributions.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management

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of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The death, insanity, bankruptcy, retirement, resignation, or expulsion of any member dissolves the company without further action of the member, unless the company is continued by the consent of not less than a majority in the interest of the remaining members, provided there are at least two remaining members.

ARTICLE IX -- 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 regulation 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 Stephen K. Miller, Esq., 309 NE 1st Street, Gainesville, FL 32601.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Gainesville, Florida, on this 24th day of February, 1998.

Chun-te Wu
Chun-te Wu, Esq..

STATE OF FLORIDA
COUNTY OF ALACHUA

Sworn to (or affirmed) and subscribed before me this 24TH day of FEBRUARY, 1998, by
Chun-te Wu, Esq., to me personally known.

Melissa R. Salyer
Notary Public -- State of Florida

Melissa R. Salyer
Print, Type, or Stamp
Commissioned Name of Notary Public

(SEAL)



MELISSA R. SALYER
My Commission CC391735
Expires Jul. 12, 1998
Bonded by HAI
800-422-1656

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of LAW OFFICES OF MILLER AND WU, P.L., 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 \$ 1000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$ 1000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 2/24/98

Chun-te Wu
Chun-te Wu, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ALACHUA

Sworn to (or affirmed) and subscribed before me this 24th day of FEBRUARY, 1998 by Chun-te Wu, Esq., to me personally known.

Melissa R Salyer
Notary Public -- State of Florida

Melissa R Salyer
Print, Type or Stamp
Commissioned Name of Notary Public

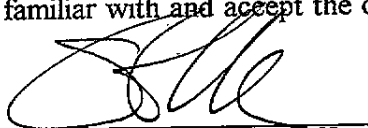
(SEAL)



MELISSA R SALYER
My Commission CC391735
Expires Jul. 12, 1998
Bonded by HAI
889-422-1555

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of LAW OFFICES OF MILLER & WU, P.L., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



Stephen K. Miller, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA