

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 Fax (850) 222-1212

L98000000635

m.H.P. Group Svy, L.C.

(1)
MK
5/19/98

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

✓ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

✓ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

180002528501

05/19/98 01026-005
****285.00 ****285.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 19 AM 11:42

RECEIVED
DIVISION OF CORPORATIONS
98 MAY 19 AM 9:35

ARTICLES OF ORGANIZATION
of
M.H.P. Group Six, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be: **M.H.P. Group Six, L.C.**

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be: **M.H.P. Group Six, L.C.
5100 W. Kennedy Blvd., Ste. 425
Tampa, FL 33609**

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ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. 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 E. McConihay
5100 Kennedy Blvd., Ste. 425
Tampa, FL 33609**

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 Exhibit "A."

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 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 company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

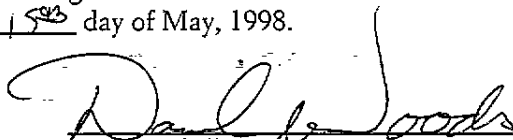
ARTICLE IX -- MANAGEMENT

The company shall be managed by one or more managers in accordance with regulations adopted by the managers 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 power to alter, amend, or revoke the regulations shall be vested in the managers. The name and address of the initial managers of the company are:

Henry McMillan
5100 W. Kennedy Blvd., Ste. 425
Tampa, FL 33609

Daniel Woods
5100 W. Kennedy Blvd., Ste. 425
Tampa, FL 33609

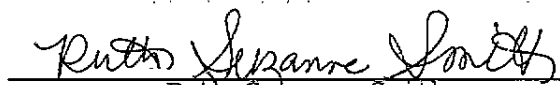
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Largo, Florida, on this 15th day of May, 1998.


Daniel Woods, Organizer / Managing Member

STATE OF FLORIDA

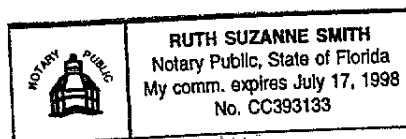
COUNTY OF PENELLAS

Sworn to (or affirmed) and subscribed before me this 15th day of May, 1998, by Daniel Woods, who is personally known to me, or who produced _____ as identification.


Printed Name: Ruth Suzanne Smith
Notary Public

(SEAL)

WALLCAMHP Group Six, LCArticles MHP Group Six LC.wpd



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
TO
LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 AM 11:42

STATE OF FLORIDA

COUNTY OF PINELLAS

The undersigned member or authorized representative of a member of MHP Group Six, 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 members is \$650,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto, if any.
4. The total amount of cash or property anticipated to be contributed by members is \$650,000.00. This total includes amounts from 2 and 3 above.

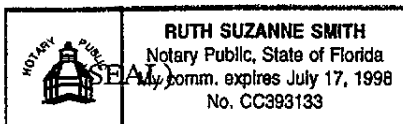
FURTHER AFFIANT SAYETH NAUGHT.

Dated: May 15, 1998.

Daniel Woods
Daniel Woods, Organizer

Sworn to and subscribed before me this 15th day of May, 1998, by Daniel Woods, who is personally known to me, or who has produced _____ as identification.

Ruth Suzanne Smith
Notary Public



Ruth Suzanne Smith
Print, Type, or Stamp
Commissioned Name of Notary Public

M.H.P. GROUP SIX, L.C.

EXHIBIT "A"

TO ARTICLES OF ORGANIZATION.

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Member	Percentage	Contribution
Alexander and Christina McMillan	25.0%	\$150,000.00
Henry and Matilda McMillan	12.0%	\$100,000.00
James and Clara McMillan, Jr.	12.0%	\$100,000.00
James and Margaret McMillan, Sr.	12.0%	\$100,000.00
Daniel Woods	12.0%	\$100,000.00
John Woods, Jr.	12.0%	\$100,000.00
Hugh Stewart and Catherine M. Stewart	15.0%	\$0.00
	-----	-----
	100%	\$650,000.00

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 AM 11:52

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is:	M.H.P. Group Six, L.C.
The name of the registered agent is: and the street address of the agent is:	Stephen E. McConihay 5100 W. Kennedy Blvd., Ste. 425 Tampa, FL 33609

Dated this 15th day of May, 1998.

By: 

Daniel Woods, Organizer

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.

Date: 5/18/98


Stephen E. McConihay, registered agent