

L98000002254



ACCOUNT NO. : 072100000032

REFERENCE : 995524 4329479

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 337.50

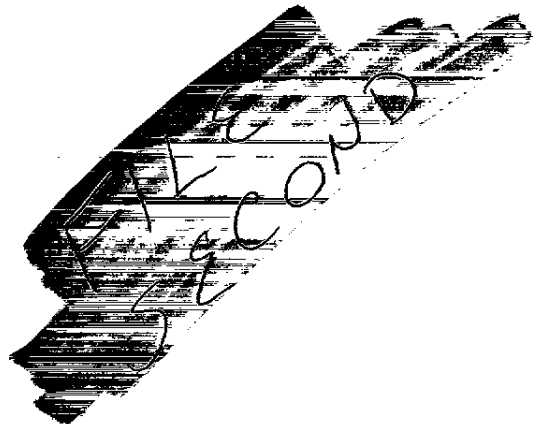
ORDER DATE : October 14, 1998

ORDER TIME : 10:46 AM

ORDER NO. : 995524-010

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst
BAKER & HOSTETTLER
BAKER & HOSTETTLER
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112



DOMESTIC FILING

NAME: WELBRO/E-D CONSULTANTS, LLC

EFFECTIVE DATE: 500002663545--3

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

Name	<i>MBH</i>
Availability	<i>MBH</i>
Document Examiner	<i>MBH</i>
Updater	<i>MBH</i>
Updater Verifier	<i>MBH</i>
Acknowledgement	<i>MBH</i>
P. verifier	<i>MBH</i>

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Articles of Organization
of
WELBRO/E-D CONSULTANTS, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Welbro/E-D Consultants, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization shall be perpetual

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 800 Trafalgar Court #200, Maitland, Florida 32751, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Initial Members

The name and address of the initial member of the Company (the "Member") is:

Welbro Caribbean, Inc.
800 Trafalgar Court #200
Maitland, Florida 32751


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ARTICLE V

Management

The Company shall be managed by one or more managers. The above named initial member shall serve as manager until the first annual meeting of the Members. The Members shall elect, by a majority in interest of the Members, managers of the Company to conduct the business affairs of the Company, in accordance with the Regulations.

DATED as of the 13th day of October, 1998.


Richard T. Fulton, Vice President
A.G.C. Co., Authorized Representative of
Welbro Caribbean, Inc., Member


STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 13th day of October, 1998, by Richard T. Fulton, Vice President of A.G.C. Co., on behalf of the Corporation. He is personally known to me or has produced _____ as identification.



(NOTARY SEAL)

Jeffrey Evan Decker
MY COMMISSION # CC504866 EXPIRES
October 24, 1999
BONDED THRU TROY FAIN INSURANCE, INC.


(Notary Signature)

(Notary Name Printed)
NOTARY PUBLIC

Commission No. _____

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

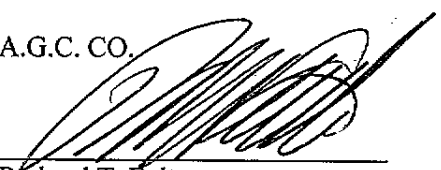
Pursuant to the provisions of Florida Statute Section 608.415, Welbro/E-D Consulting, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Welbro/E-D Consultants, LLC.
2. The name and address of the registered agent and office is: 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby 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 its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: October 13, 1998.

A.G.C. CO.


Richard T. Fulton
Vice President

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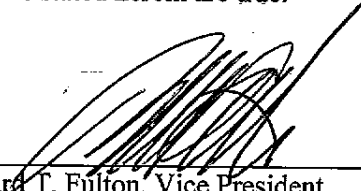
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Welbro/E-D Consultants, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the member is \$1,000.
3. No property of value, real or personal, other than cash, will be contributed by the member.
4. The total amount of additional cash or property anticipated to be contributed by the member is 0.

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

Dated: October 13, 1998.



Richard T. Fulton, Vice President,
A.G.C. Co., Authorized Representative of
Welbro Caribbean, Inc., Member