

L98000002979



**THE UNITED STATES
CORPORATION**
COMPANY

W98-26775

ACCOUNT NO. : 072100000032

REFERENCE : 047041 9104A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 337.50

ORDER DATE : November 30, 1998

ORDER TIME : 4:31 PM

ORDER NO. : 047041-005

CUSTOMER NO: 9104A

600002698516--2

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT
Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: SUNCOAST SOLUTIONS, L.L.C.

EFFECTIVE DATE:

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>MA</i>
Availability	<i>MA</i>
Document Examiner	<i>MA</i>
Updater	<i>MA</i>
Updater Verifier	<i>MA</i>
Acknowledgement	<i>MA</i>
W. P. Verifier	<i>MA</i>

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98 DEC -3 AM 8:27

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 2, 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

CSC

SUBJECT: SUNCOAST SOLUTIONS, L.L.C.
Ref. Number: W98000026775

We have received your document for SUNCOAST SOLUTIONS, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must include the amount of cash contributed by the members to date, if no cash has already been contributed, state that on the affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00056837

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SUNCOAST SOLUTIONS, L.L.C.

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act and Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **SUNCOAST SOLUTIONS, L.L.C.** (the "Company").

ARTICLE II. ADDRESS

The Company's principal office and place of business shall be at:

300 East Bay Drive
Largo, FL 33770

The mailing address of the Company is:

300 East Bay Drive
Largo, FL 33770

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence upon filing these Articles as required by law, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, or (iii) by any other event which pursuant to the Florida Statutes terminates the continued membership of a Member. However, upon any such termination event (except under ii above), the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by a duly authorized amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV. PURPOSE

The purpose for which the Company is formed is to engage in the marketing and distributing of computer software and to do all things reasonably incidental to or

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in furtherance of that business; and the Company may engage in any other business permitted of it by law, except banking and insurance.

ARTICLE V. ELECTION TO BE TAXED AS A PARTNERSHIP

The Company shall elect to be taxed as a partnership or proprietorship, as the case may be, for federal and state income taxes.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The Company designates 300 East Bay Drive, Largo, Florida 33770 as the street address of the initial registered office of the Company and names Mary J. Labyak the Company's initial registered agent to accept service of process within this state.

ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the Regulations of the Company.

ARTICLE VIII. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. The Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is:

MARY J. LABYAK
300 East Bay Drive
Largo, FL 33770

The Manager has the responsibilities provided in the Regulations. The initial Manager shall serve until the first annual meeting of the Members or until the Management Committee as defined in the Regulations of the Company is duly elected and qualified.

ARTICLE IX. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company; in accordance with Florida Statutes 608.423; however, the Manager(s) may adopt Emergency Regulations in accordance with the above-cited Florida Statute, subject to the right of the Members to amend or repeal such Regulations. No Emergency Regulations shall change the requirements for designating substitute or additional Managers.

ARTICLE X. VOTING OF MEMBERS

Except where a higher vote is required by law or the Regulations, actions of the Members shall be by majority vote of the Members, with each Member's vote in accordance with the Member's Percentage Interest as defined in the Regulations.

ARTICLE XI. CAPITAL ACCOUNTS OF MEMBERS

Each Member of the Company shall maintain a capital account in accordance with the Regulations.

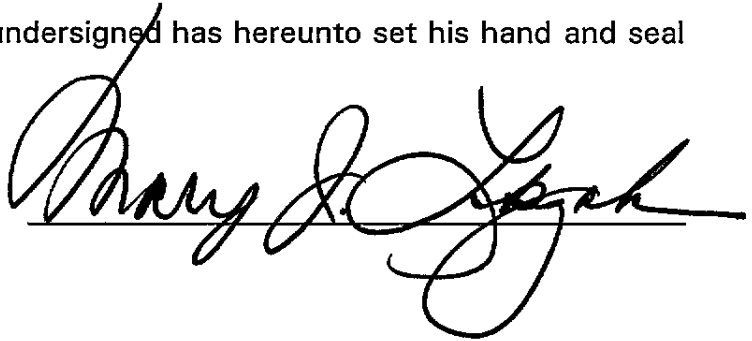
ARTICLE XII. PROFITS AND LOSSES

Profits, losses, and credits shall be allocated among Members as provided in the Regulations.

ARTICLE XIII. AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(2), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20th day of November, 1998.

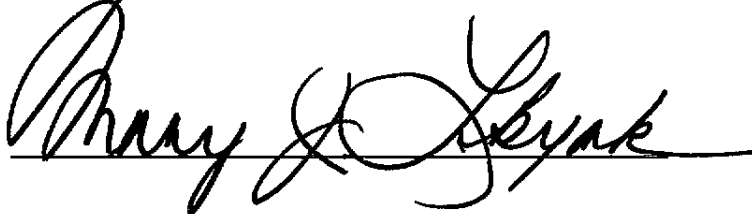
A handwritten signature in black ink, appearing to read "Gary J. Lynch", is written over a horizontal line.

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

A handwritten signature in black ink, reading "Mary J. Lysak", is written over a horizontal line.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF PINELLAS

The undersigned member or authorized representative of a member of Hospice Systems, Inc. (HSI) being first duly sworn, deposes and says:

1. That he is an authorized representative of HSI, a duly authorized Member of **SUNCOAST SOLUTIONS, L.L.C.**, a Florida limited liability company (the "Company");

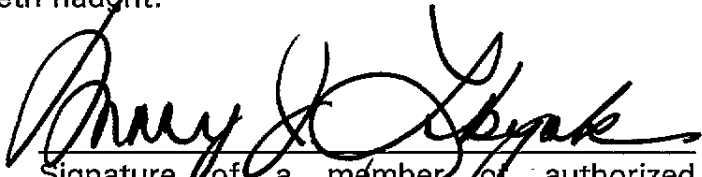
2. That the Company has at least two Members;

3. The total amount of cash contributed by the members is \$10,000.00.

4. If any, the agreed value of property other than cash contributed by member(s) is [-0- 00/100] Dollars (\$[0.00]). A description of the property is attached and made a part hereto; and

5. The total amount of cash or property anticipated to be contributed by member(s) is \$ 10,000.00 . This total includes amount from 3 and 4 above.

And further affiant sayeth naught.

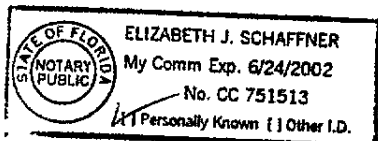


Signature of a member or authorized representative of a member. (In accordance with Section 608.408(3), Florida Statutes the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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The foregoing instrument was acknowledged before me this 20th day of November, 1998, by _____, who is personally known to me and who did take an oath.

Mary J. Labyak



Elizabeth J. Schaffner
Notary Public--State of Florida

Print Notary Name: Elizabeth J. Schaffner

My Commission Number is: CC751513

My Commission Expires: June 24, 02

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**ATTACHMENT TO AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS**

Hospice Systems Inc. Cash contribution of \$6,000.00

Benedict Kearns Inc. Cash contribution of \$4,000.00

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