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THE UNITED STATES
CORPORATION
COMPANY

W98-28771

00789-00117-00671

ACCOUNT NO. : 072100000032

REFERENCE : 078028 81605A

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ 337.50

FILED
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ORDER DATE : December 23, 1998

ORDER TIME : 3:22 PM

ORDER NO. : 078028-005

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CUSTOMER NO: 81605A

CUSTOMER: Aaron J. Gold, Esq
GOLD RESNICK & SEGALL, P.A.
GOLD RESNICK & SEGALL, P.A.
704 West Bay Street

Tampa, FL 33606

DOMESTIC FILING

NAME: PLASENCIA INVESTMENT HOLDING,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

L99-15

Name	OK 14
Availability	
Document	OK
Examiner	OK
Updater	OK
Underwriter	OK
Verifier	OK
Acknowledgement	
W. P. Verifier	OK

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1998

CSC

RESUBMIT

SUBJECT: PLASENCIA INVESTMENT HOLDING, L.C.
Ref. Number: W98000028771

We have received your document for PLASENCIA INVESTMENT HOLDING, 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 document must contain the entity's complete mailing address.

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: 598A00060339

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**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
PLASENCIA INVESTMENT HOLDING, L.C.**

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The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be:

PLASENCIA INVESTMENT HOLDING, L.C.

**ARTICLE II
COMMENCEMENT DATE AND DURATION**

This Company shall commence on the date of the filing of the Articles of Organization in accordance with the provisions of Section 608.409(3) of the Act. The period of duration for the Company shall be perpetual.

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

**ARTICLE IV
PLACE OF BUSINESS**

The principal place of business of this Company shall be 10104 Woodsong Way, Tampa, Florida 33618, and such other place or places as may be designated by the members from time to time. The mailing address shall be the same.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The initial registered agent for this Company shall be Aaron J. Gold and the address of the registered agent for service of process shall be 704 West Bay Street, Tampa, Florida 33606.

ARTICLE VI
MANAGEMENT

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:

<u>Name</u>	<u>Address</u>
Luis A. Plasencia	10104 Woodsong Way Tampa, Florida 33618

ARTICLE VII
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

ARTICLE VIII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX
POWERS

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE X
AMENDMENTS

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

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**ARTICLE XI
REGULATIONS**

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

**ARTICLE XIII
CONTRACTING DEBTS**

No debt shall be contracted nor liability incurred by or on behalf of this Company except by a vote of a majority in interest of the members.


IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization
this 18 day of December, 1998.

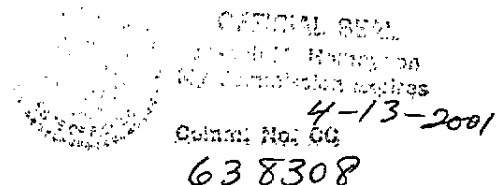

LUIS A. PLASENCIA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared LUIS A. PLASENCIA, who is personally known to me or who provided FLORIDA DL as identification, and to me known to be the person described in and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day
of DECEMBER, 1998.


Notary Public
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **PLASENCIA INVESTMENT HOLDING, L.C.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Tampa, County of Hillsborough, and State of Florida, has named **AARON J. GOLD**, located at 704 West Bay Street, Tampa, Florida 33606, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



AARON J. GOLD
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Plasencia INVESTMENT HOLDING, L.C., deposes and says:

- (1) the above named limited liability company has at least two members;
- (2) the total amount of cash anticipated to be contributed by the members is Twenty Million Dollars (\$20,000,000.00);
- (3) if any, the agreed value of property other than cash contributed by member(s) is Twenty Dollars (\$20.00). A description of the property is attached and made part hereof.
- (4) The total amount of cash or property anticipated to be contributed by members is Twenty Million Dollars (\$20,000,000.00). This includes amounts from 2 and 3 above.



Lou Plasencia, 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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DESCRIPTION OF PROPERTY

PLASENCIA INVESTMENT HOLDING, L.C.

* TRAX Software Program

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