

Division of Corporations

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Florida Department of State

Division of Corporations

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Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

ATTY. NO. 428

CLIENT NO. 020407

MATTER NO. 62924

PLEASE FILE THE ARTICLES OF ORGANIZATION WITH YOUR OFFICE WITH AN EFFECTIVE DATE AS OF TODAY, FEBRUARY 2, 1999. THANK YOU.

LIMITED LIABILITY COMPANY

CYOP ACQUISITION LLC

Name	2/2/99
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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

CYOP ACQUISITION LLC

ARTICLE I - NAME

The name of this limited liability company is CYOP ACQUISITION LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 5850 T.G. Lee Boulevard, Suite 460, Orlando, Florida 32822.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is Bradford D. West.

ARTICLE V - MANAGEMENT

The Company shall be managed by one or more Managers elected by the Members in accordance with the provisions of the Regulations of the Company. The names and addresses of the initial Managers who are to serve as Managers until the first annual meeting of Members or until their successors are elected and qualified, are as follows:

Thomas B. Dyer, III

5850 T.G. Lee Boulevard, Suite 460
Orlando, Florida 32822

This document was prepared by:

James J. Hctor, Esquire

Florida Bar Number: 865494

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

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Philip G. Lynch, II	5850 T.G. Lee Boulevard, Suite 460 Orlando, Florida 32822
Kari D. Baker	5850 T.G. Lee Boulevard, Suite 460 Orlando, Florida 32822
Chris Huntington	5850 T.G. Lee Boulevard, Suite 460 Orlando, Florida 32822
Gary Pasquinelli	5850 T.G. Lee Boulevard, Suite 460 Orlando, Florida 32822

ARTICLE VI - REGULATIONS

The management and affairs of the Company shall be conducted in accordance with the Regulations of the Company adopted by the Members, as the same may be amended, from time to time, in accordance with the terms thereof.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members on such terms and conditions as shall be approved by the unanimous affirmative vote of all of the Managers.

ARTICLE VIII - CONTINUATION

The remaining Members of the Company have the right to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

IN WITNESS WHEREOF, the undersigned Member of the Company has executed these Articles of Organization this 2nd day of February, 1999.


Thomas B. Dyer, III, Member

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statements to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is CYOP ACQUISITION LLC.
2. The name and Florida street address of the registered agent and office are:

James J. Hootor
215 North Eola Drive
Orlando, Florida 32801

CYOP ACQUISITION LLC

By: 

Thomas B. Dyer, III

As its: Member

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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.


James J. Hootor

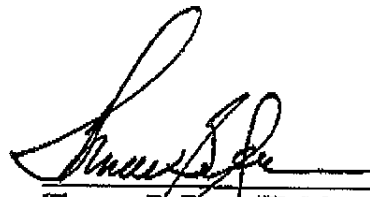
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned, being a member of CYOP Acquisition LLC, deposes and says the following:

1. CYOP ACQUISITION LLC, a Florida limited liability company (the "Company"), has at least one (1) member.
2. The total amount of cash contributed by the Members of the Company is \$3.00.
3. The Members of the Company have not contributed property other than cash to the Company.
4. The total amount of cash or property anticipated to be contributed by the Members of the Company is \$ 174,997.00.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$175,000.00.



Thomas E. Dyer, III, Member

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(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).