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LIMITED LIABILITY COMPANY

WIT Capital Group, L.L.C.

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CARLTON FIELDS

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TAMPA, FLORIDA 33602-5799

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February 11, 1999

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG MIAMI

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**ARTICLES OF ORGANIZATION
OF
WIT CAPITAL GROUP, L.L.C.**

The undersigned, acting as organizer of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company ("Company"):

ARTICLE I

Name

The name of the Company is WIT Capital Group, L.L.C.

ARTICLE II

Duration

The existence of the Company shall begin on the effective date of filing of these Articles of Organization and shall be perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal office and mailing address of the Company is 2922 Bay View Avenue, Tampa, Florida 33611.

ARTICLE IV

Initial Registered Agent and Office

The street address of the initial registered office of the Company is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5799, and the name of its initial registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., c/o Laurel E. Lockett, Esq.

ARTICLE V

Organizer

The name and address of the member of the Company executing these Articles of Organization is:

Name

Address

Edwin Slack

Post Office Box 86
Tampa, Florida 33601

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Hunter J. Brownlee, Esq.
Carlton Fields
P.O. Box 3239, Tampa, FL 33601
Ph: (813)223-7000; Fax: (813)229-4133
Fla. Bar No.: 066583

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ARTICLE VI
Management

The name and address of the manager of the Company is as follows:

<u>Name</u>	<u>Address</u>
Edwin Slack	Post Office Box 86 Tampa, Florida 33601

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The manager shall serve as such or until his successor is elected and qualified in accordance with the Regulations of the Company.


ARTICLE VII
Admission of Additional Members

No additional members shall be admitted to the Company except on the express written consent of all members of the Company.

ARTICLE VIII
Continuation of Business

The remaining members of the Company shall continue the business of the Company on the death, retirement, expulsion, bankruptcy, or dissolution of a member.

Dated this 11th day of February 1999.

ORGANIZING MEMBER
EDWIN SLACK

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned 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 the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 11th day of February 1999.

REGISTERED AGENT:

CARLTON, FIELDS, WARD,
EMMANUEL, SMITH & CUTLER, P.A.

By: 

Laurel E. Lockett, Authorized Agent

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AFFIDAVIT**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared Edwin Slack, who being by me first duly sworn, deposes and says:

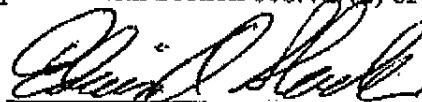
1. I am Edwin Slack, a member of WIT Capital Group, L.L.C., a Florida limited liability company ("Company"), and I am duly authorized to execute this affidavit on behalf of the Company.

2. The Company has at least one (1) member.

3. The amount of cash and the description and agreed value of property contributed and anticipated to be contributed by the members is as follows:

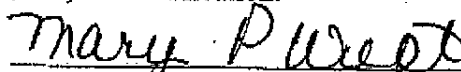
Cash: \$60,000
Property other than cash: \$ 0

4. This affidavit is made in compliance with Section 608.407(2) of the Florida Statutes.


EDWIN SLACK

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Sworn to and subscribed before me this 11th day of February 1999, by Edwin Slack. He [please check as applicable] / / is personally known to me, or has produced / ✓ / his (state) Fla. driver's license, or / / his (type of identification) as identification.


(Signature)

Name: _____
(Legibly Printed)



Serial No. _____
Notary Public,
State of _____
(AFFIX OFFICIAL SEAL)

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