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LIMITED LIABILITY COMPANY

Cecil & Stacey Fielder, LLC

| | |
|------------------------|--------|
| Name | 3/2/99 |
| Availability | due |
| Document Examiner | DCU |
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Cecil & Stacey Fielder, LLC

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall:

Continue until December 31, 2049, unless sooner terminated by operation of law or in accordance with the Regulations of the Limited Liability Company, or as reestablished after such primary term for such additional period as is determined by the Members.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Rick Fullick
739 North Drive, Suite D
Melbourne, Florida 32935

ARTICLE IV - Registered Agent/Address

The name and address of the registered agent is:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

James B. Bertles, Esq.
FL BAR # 359254
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500-East
West Palm Beach, FL 33401
(561) 655-1980

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ARTICLE V - Additional Members

Additional members may be admitted to the Limited Liability Company upon the unanimous written consent of the members.

ARTICLE VI - Continuation of Business

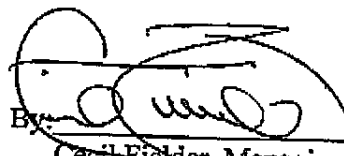
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrences of any other event which terminates the continued membership of a member in the Limited Liability Company, all of the remaining members, if any, may consent in writing to continue the business.

ARTICLE VII - Management:

The management of the Limited Liability Company is reserved to the following member whose name and address are as follows:

Cecil Fielder
739 North Drive, Suite D
Melbourne, Florida 32934

Dated: February 28, 1999

By 
Cecil Fielder, Managing Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Cecil & Stacey Fielder, LLC deposes and says:

1. The above-named limited liability company has two members.
2. The total amount of cash contributed by the members is \$91,000.00.
3. If any, the agreed value of property other than the cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$91,000.00. This total includes amounts from 2 and 3 above.

Dated: February 28, 1999

By: 
Cecil Fielder, Managing Member

(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that facts stated herein are true.)

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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 STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Cecil & Stacey Fielder, LLC
2. The name and address of the registered agent and office is:

Valdes-Fauli Corporate Services, Inc.
(Name)

777 South Flagler Drive, Suite 500 East
(P.O. Box not acceptable)

West Palm Beach, Florida 33401
(City/State/Zip)

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, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

Dated: March 2, 1999

REGISTERED AGENT:

Valdes-Fauli Corporate Services, Inc.

By: Michael V. Mitrione
Name: Michael V. Mitrione
Title: Vice President

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