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LIMITED LIABILITY COMPANY

KIWI DYNAMICS, L.C.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 16, 1999

JOSEPH C. SKALSKI
14010 ROOSEVELT BOULEVARD, SUITE 708
CLEARWATER, FL 33762SUBJECT: KIWI DYNAMICS, L.C.
REF: W99000006378

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Diane Cushing
Corporate SpecialistFAX Aud. #: H99000006287
Letter Number: 599A00012705

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ARTICLES OF ORGANIZATION

OF

Kiwl Dynamics, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be:

Kiwl Dynamics, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be:

14010 Roosevelt Boulevard, Suite 708
Clearwater, FL 33762

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

Prepared by:

Joseph C. Skalski

14010 Roosevelt Boulevard, Suite 708

Clearwater, FL 33762

(727) 536-5001

Florida Bar No. 0802085

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ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Joseph C. Skalski
14010 Roosevelt Boulevard, Suite 708
Clearwater, FL 33762

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

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ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the David S. Myers of the company is:

David S. Myers
14010 Roosevelt Boulevard, Suite 708
Clearwater, FL 33762

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Clearwater, Florida on this 16th day of MARCH, 1999.



David S. Myers

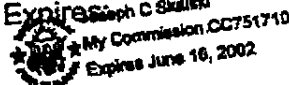
STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared David S. Myers, to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 16th day of MARCH, 1999.


NOTARY PUBLIC, State of Florida
My Commission Expires June 16, 2002



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Exhibit A

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of Kiwi Dynamics, L.C.,
deposes and says:

1. The above named limited liability company has one member.
2. The total amount of cash contributed by the member(s) is \$10.
3. If any, the agreed value of property other than cash contributed by member(s)
is \$0.
4. The total amount of cash or property anticipated to be contributed by
member(s) is \$76,000. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

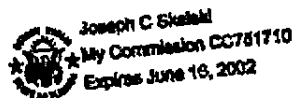
Dated: 3/16/99

David S. Myers

Before me personally appeared David S. Myers, to me well known to be the
organizers of the above limited liability company and who subscribed the above Affidavit
of Membership and Contributions.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 16th
day of MARCH, 1999.

Joseph C. Skelton
NOTARY PUBLIC, State of Florida
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Kiwi Dynamics, L.C., as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity, and agrees to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of the position as Registered Agent.


 Joseph C. Skalski, Registered Agent

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