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MILAM OTERO

FAX NO. 9047983730

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Division of Corporations

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LIMITED LIABILITY COMPANY

TriLegacy Group, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION

OF

TriLegacy Group, LLC

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I NAME

The name of this limited liability company (the "Company") shall be TriLegacy Group, LLC.

ARTICLE II DURATION

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

ARTICLE III ADDRESS

The mailing address and the street address of the principal office of this Company shall be 2625 West 5th Street, Jacksonville, Duval County, Florida 32203.

ARTICLE IV REGISTERED AGENT

The initial registered office of this Company shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202, and its initial registered agent at such office shall be MOTOLAW, Inc.

Prepared by W. Hamilton Traylor, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
50 North Laura Street, Suite 2750
Jacksonville, FL 32202
(904) 798-3700
Florida Bar Number 0334091

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**ARTICLE V
ADDITIONAL MEMBERS**

Pursuant to §608.407(1)(e), Florida Statutes, additional members may be admitted upon the approval by the then current members owning seventy-five percent (75%) of the membership interests.

**ARTICLE VI
CONTINUATION OF BUSINESS**

Pursuant to §608.407(1)(f), Florida Statutes, the remaining members of this Company shall have the right to continue the Company's business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of the member in this Company.


**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by one of its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The name and address of the initial Managing Member (as defined in §608.402(9) of the Act), who shall serve as Managing Member until the first annual meeting of the members or until its successor is elected and qualifies, is as follows:

Jeffrey C. Spence
2625 West 5th Street
Jacksonville, Florida 32203

IN WITNESS WHEREOF, the undersigned, being the Managing Member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

Dated: May 25, 1999.



Jeffrey C. Spence, Managing Member

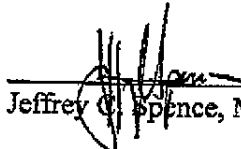
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

TriLegacy Group, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates MOTOLAW, Inc., a Florida corporation, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

DATED this 25th day of May, 1999.

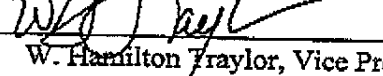

Jeffrey C. Spence, Managing Member

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Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 25th day of May, 1999.

MOTOLAW, INC., a Florida corporation

By: 
W. Hamilton Traylor, Vice President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

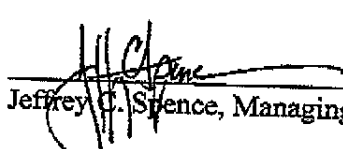
The undersigned managing member of TriLegacy Group, LLC, a Florida limited liability company (the "Company"), hereby executes this affidavit filed pursuant to Section 608.407(2), Florida Statutes:

1. The Company has at least one (1) member.
2. The actual amount of cash contributed to date of the member(s) is: \$ 1,000.00
3. The agreed value of any property other than cash contributed is: \$ 0.00
4. The total amount of cash or property anticipated to be contributed by the member(s) at this time (exclusive of the \$1,000.00 contributed to date) is: \$2,300,000.00

FURTHER AFFIANT SAYETH NOT.

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.

Dated: May 25, 1999.


Jeffrey C. Spence, Managing Member

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