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George L. McCormick
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June 4, 1999

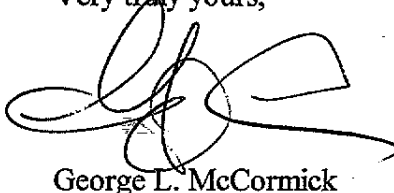
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sir or Madam:

Please find enclosed for filing Articles of Organization for G.P.S. Development, L.C.
If you have any questions please do not hesitate to call. Thank you for your assistance.

Very truly yours,



George L. McCormick

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION OF
GPS DEVELOPMENT, L.L.C.,
a Limited Liability Company**

ARTICLE I

Name

The name of the limited liability company (Company) is GPS Development, L.L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 12407 N. Florida Avenue Tampa, Florida 33612.

ARTICLE III

Duration

The period of duration of the Company shall be perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is George L. McCormick, Esq. The address of the Company's registered agent is 1002 62nd St S., Gulfport, Florida 33707.

ARTICLE V

Management

The Company is to be managed by the Managing Members. The initial Managing Members will serve until removed or replaced by the Members. The initial Managing Members are identified as follows:

Steven Noriega
2401 Morrison Avenue, Suite 121
Tampa, Florida 33629

George L. McCormick
1002 62nd St S
Gulfport, Florida 33707

Paul Gallizzi
1508 Cherrywood Ave
Tampa, Florida 33613

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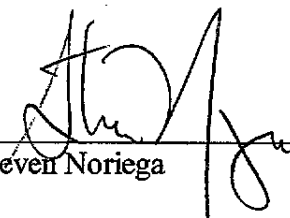
ARTICLE VI
Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

The remaining members of the Company have the right to continue the business on 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, we have executed these Articles of Organization on this 30th day of April, 1999.



Steven Noriega

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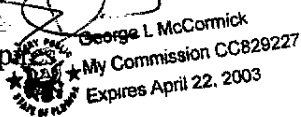
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DIVISION OF CORPORATIONS


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30 day of April, 1999, by Steven Noriega, who is personally known to me or who has produced Known to me as identification and who did/did not take an oath.

Notary Signature

My Commission Expires





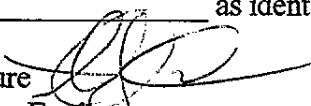
George L. McCormick

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 30 day of April, 1999, by George L. McCormick, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Notary Signature

My Commission Expires:



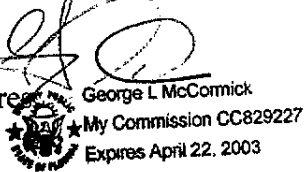
Paul Gallizzi
Paul Gallizzi

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of April, 1999, by Paul Gallizzi, who is personally known to me or who has produced known to me as identification and who did/did not take an oath.

Notary Signature

My Commission Expires



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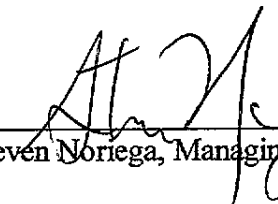
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF LIMITED LIABILITY COMPANY

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH

The undersigned member or authorized representative of a member of GPS
DEVELOPMENT, L.L.C. deposes and says:

1. GPS DEVELOPMENT, L.L.C. has at least one members.
2. The total amount of cash contributed by the member(s) is \$ 500.00.
3. If any, the agreed value of property other than cash contributed by member(s) is
\$ A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is
\$ 500.00. This total includes amounts from (2) and (3) above.



Steven Noriega, Managing Member

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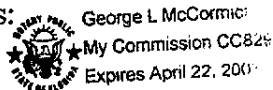
(In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit
constitutes an affirmation under penalties of perjury that the facts stated here are true.)

The foregoing instrument was acknowledged before me this 30th day of April, 1999, by
Steven Noriega, who is personally known to me or who has produced known to me
as identification and who did/did not take an oath.



Notary Signature

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is GPS DEVELOPMENT, L.L.C.
2. The name and address of the registered agent and office is:

George L. McCormick, Esq.
1002 62nd St. S.
Gulfport, Florida 33707

Having been named as registered agent and to accept service of process for the above-stated corporation 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.

Dated: 4/30, 1999.


George L. McCormick

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