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LIMITED LIABILITY COMPANY

21st Century Venture Capital, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
21ST CENTURY VENTURE CAPITAL, L.L.C.**

The undersigned, being the sole Member and acting as organizer of a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the Limited Liability Company shall be 21st Century Venture Capital, L.L.C. ("Company").

ARTICLE II. DURATION

The period of the Company's duration shall commence on the date of filing of these Articles of Organization and shall exist perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of all the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE III. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. ADDRESS OF PRINCIPAL OFFICE

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

6090 Central Avenue
St. Petersburg, FL 33707

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is:

Jeffrey J. Crilley
6090 Central Avenue
St. Petersburg, FL 33707

A written statement as prescribed by the Florida Department of State pursuant to Section 608.407(1)(d), Florida Statutes, is attached to these Articles of Organization.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. The Managers shall have the right and responsibilities accorded them as more particularly described in the Regulations of the Company. The name and address of the initial Managers are as follows:

William Edwards
6090 Central Avenue
St. Petersburg, FL 33707

Jeffrey J. Crilley
6090 Central Avenue
St. Petersburg, FL 33707

The Manager shall serve in such capacity until the first annual meeting of the Members or until his successors are duly elected and qualified.

ARTICLE VIII. AMENDMENT OF REGULATIONS

The power to adopt, alter, amend, or repeal Regulations of the Company shall be vested in the Members of the Company.

ARTICLE IX. AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required by Section 608.407(2) Florida Statutes.

IN WITNESS WHEREOF, the undersigned sole Member of 21st Century Venture Capital, L.L.C. has executed these Articles of Organization on this ____ day of June, 1999.

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Robert J. Grammig, Esq.
Holland & Knight LLP
FL Bar #337382


William Edwards

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

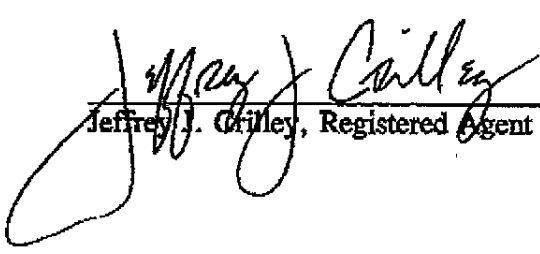
Pursuant to Chapter 48.091, Florida Statutes, or other more applicable statute, the following is submitted:

That 21st Century Venture Capital, L.L.C., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 6090 Central Avenue, City of St. Petersburg, County of Pinellas, State of Florida, has named Jeffrey J. Crilley, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Limited Liability Company Act, and am familiar with, and accept, the obligations of that position.

Dated: June __, 1999


Jeffrey J. Crilley, Registered Agent

H99000017749 5
Robert J. Grammig, Esq.
Holland & Knight LLP
FL Bar #337382

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF PINELLAS

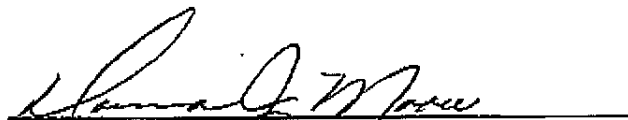
William Edwards, being first duly sworn, deposes and says:

1. That he is a duly authorized Member of 21st Century Venture Capital, L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one Member;
3. That the Member of the Company has contributed \$ 5,000.00 to the capital of the Company; and
4. That the Member of the Company is expected to contribute no additional capital to the Company.

And further affiant sayeth not.


William Edwards

The foregoing instrument was acknowledged before me this 30th day of June, 1999, by William Edwards who is personally known to me or has produced _____ as identification, and who did take an oath.


Printed/Typed Name: _____
Notary Public-State of Florida
Commission Number: _____



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Robert J. Grammig, Esq.
Holland & Knight LLP
FL Bar #337382