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Thomas F. McMorrow, P.A.

1301 Riverplace Boulevard, Suite 1836
Jacksonville, Florida 32207

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July 26, 1999

VIA FEDERAL EXPRESS NO: 7449062154

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

SUBJECT: EDVANTAGE LLC
Articles of Organization/Designation of
Registered Agent

Dear Sirs:

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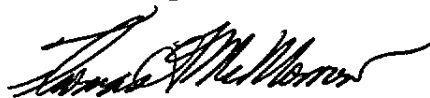
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***337.50 ***337.50

Enclosed is an original and one copy of the Articles of Organization and a check for: \$337.50 for the filing fee, Registered Agent Designation and Certified Copy. Please note that the effective date of the commencement of the business is 7/23/99. Please provide me with confirmation of filing by a facsimile to the above number or a collect call to the above office number, as the company is anxious to begin doing business.

I appreciate your prompt attention to this matter.

Sincerely,



Thomas F. McMorrow

TFM/clm

Enclosures

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**ARTICLES OF ORGANIZATION
OF
EDVANTAGE LLC**

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

ARTICLE I: NAME

The name of the limited liability company shall be **EDVANTAGE LLC** ("Company").

ARTICLE II: PURPOSE

The Company is organized for any legal and lawful purpose for which a Limited Liability Company may be organized pursuant to Florida Statutes Chapter 608, as the same may be amended from time to time.

ARTICLE III: ADDRESS

The mailing address and street address of the principal office of the Company shall be 1525 Stratford Court, Fruit Cove, Florida 32259.

ARTICLE IV: DURATION

The Company shall commence its existence at 10:00 a.m. on July 23, 1999. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in the Articles of Organization or in the regulations.

ARTICLE V: MANAGEMENT

The Company shall be managed by the members 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 regulations and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

NAME	ADDRESS
Paul Constantino	10150 Belle Rive Blvd., #1408 Jacksonville, Florida 32256
Elaine Johnson	1525 Stratford Court Fruit Cove, Florida 32259

ARTICLE VI: ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of 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 other member(s) 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 VII: TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of a member or the occurrence of any other event which terminates the continued membership of any member, unless the remaining member(s) of the Company can agree, by a unanimous written consent within sixty days of said event, to continue said business.

ARTICLE VIII: CAPITAL CONTRIBUTIONS

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

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members provided in the regulations.

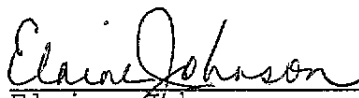
ARTICLE IX: REGISTERED OFFICE AND REGISTERED AGENT

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

Thomas F. McMorrow, Esq.
Thomas F. McMorrow, P.A.
1301 Riverplace Blvd., Suite 1836
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, on July 26th 1999.


Paul Constantino


Elaine Johnson

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Sworn to and subscribed before me on July 26th 1999, by Paul Constantino and Elaine Johnson, who are personally known to me/produced identification. Type of identification produced:

Elaine FLDC: J525-201-55-964-0

Paul FLDL: C523-696-53-219-0

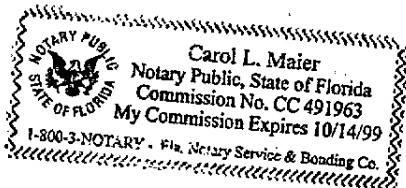
Carol L. Maier

Notary Public - State of Florida

Carol L. Maier

(name, typed or printed)

(seal)



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of EDVANTAGE LLC depose and say:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the members is: \$ 2,000.00
3. If any, the agreed value of property other than cash contributed by the members is: \$ none

A description of the property is attached and made a part hereof.

4. The total amount of cash or property to be contributed by the members is: \$50,000.00

(This total includes amounts from 2 and 3 above.)

THE AFFIANTS SAY NOTHING FURTHER.

Dated: 7/26/99

Paul Constantino
Paul Constantino, Member

Dated: 7/26/99

Elaine Johnson
Elaine Johnson, Member

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

Sworn to and subscribed before me on July 26th, 1999 by Paul Constantino and Elaine Johnson, who are personally known to me/produced identification. Type of identification produced:

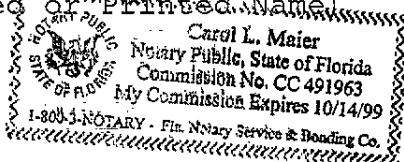
Paul : FLDL: J 523-696-53-29-0

Elaine : J525-201-85-964-0

Carol L. Maier
Notary Public
State of Florida at Large

(SEAL)

Carol L. Maier
(Typed or Printed Name)



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

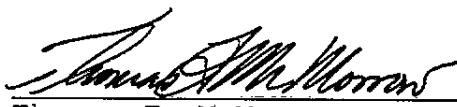
Under the provisions of Florida Statutes, § 608.415, Edvantage LLC submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is EDVANTAGE LLC.

2. The name and street address of the registered agent in Florida are:

Thomas F. McMorrow, Esq.
THOMAS F. MCMORROW, P.A.
1301 Riverplace Blvd., Suite 1836
Jacksonville, Florida 32207

The undersigned, being the person named in the Articles of Organization of EDVANTAGE LLC 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. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Thomas F. McMorrow, Esq.
Registered Agent

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