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DIVISION

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ARTICLES OF ORGANIZATION OF

Laney and Associates Limited Liability Company

ARTICLE I Name

The name of the limited liability company is Laney and Associates, Limited Liability Company [L.L.C.] organized for the practice of law.

ARTICLE II Address

The Mailing and street address of the Company's principal office is:

1112 East Kennedy Blvd., Tampa, Suite B, Tampa, Florida 33602.

ARTICLE III Duration

The Company shall dissolve upon the occurrence of a dissolution event as described in the Company Regulations.

ARTICLE IV Registered Agent

The name of the Companies initial registered agent in Florida is Margaret Laney. The address of the Company's Agent in Florida is 1112 E. Kennedy Blvd., Tampa, Florida 33602.

ARTICLE V Management

The Company is to be managed by the members according to the terms specified in the Regulations of the Limited Liability Company. The managing member is identified as follows:

Margaret Laney, whose address is 1112 East Kennedy Blvd., Tampa, Florida 33602

ARTICLE VI Admission of New Members

Members of the Company have the right to admit new members according to the Company Regulations.

Additional Managing Members my be added at a later date according to the Company Regulations

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DIVISION OF CORPORATIONS

ARTICLE VII
Continuation of Business

Members of the Company do not have the unconditional right to continue the business on the death, insanity, retirement, resignation, expulsion, bankruptcy or dissolution of a member according to the terms in the Company Regulations.

ARTICLE VIII
Additional Provisions

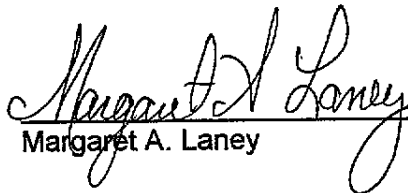
The Limited Liability Company is classified as a partnership for Federal Tax purposes.
The Company has limited liability.
The Company does not have free transferability of interest.
The Company does not have continuity of life.

Additional Provisions for the regulation of the Company's internal affairs are specified in the Company Regulations.

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IN WITNESS WHEREOF, we have executed these Articles of Organization of the

12 day of August 1999 [month, year]


Margaret A. Laney

[signature]

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF LIMITED LIABILITY
COMPANY

I the undersigned member of Laney and Associates, L.L.C. deposes and says:

The above named Limited Liability Company has at least one member as required by
Florida Statute

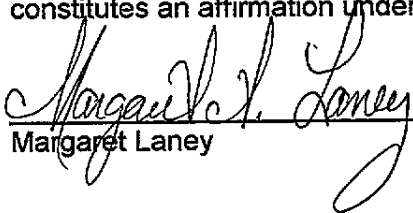
The total amount of cash contributed by the members, the agreed value of property
other than cash contributed, the total amount of cash or property anticipated to be
contributed by members is listed below.

cash	\$ 40,000
equipment and office furnishings	\$ 20,000
services	\$150,000
anticipated capital contributions	\$600.00

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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.


Margaret Laney

[signature]

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida State Section 608.415 or 608.507 the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company Laney and Associates.
2. The name and address of the registered agent and office is:

1112 East Kennedy Blvd, Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above named limited liability company 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.

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Dated

12 August, 1999
Margaret B. Laney

Signature of registered agent