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LIMITED LIABILITY COMPANY

Pen Florida, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 20, 1999

HOLLAND & KNIGHT OF JACKSONVILLE

SUBJECT: PEN FLORIDA LLC
REF: W99000021518

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

FAX Aud. #: E99000023327
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FLORIDA PEN, LLC
ARTICLES OF ORGANIZATION

The undersigned, being the duly authorized managing member, desiring to form a limited liability company under 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 is FLORIDA PEN, LLC (the "Company").

ARTICLE II. ADDRESS

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

400 North Ashley Drive
Suite 2300
Tampa, Florida 33602

ARTICLE III. DURATION AND CONTINUATION

The Company's existence will commence on August 30, 1999, and the Company will exist perpetually, unless terminated in accordance with the Company's Regulations.

ARTICLE IV. 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 V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names INTRASTATE REGISTERED AGENT CORPORATION the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional members may be admitted only upon approval of existing members that own, in the aggregate, more than 50% of the total membership interests in the Company.

Prepared by L. Kinder Cannon III
Holland & Knight LLP (904) 353-2000
50 N. Laura Street, Suite 3900
Jacksonville, FL 32202
Florida Bar No. 100578

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ARTICLE VII. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Regulations of the Company.

ARTICLE VIII. MANAGEMENT

The Company's affairs will be conducted, carried on, and managed by one (1) Manager, who will retain such position until removed and replaced by the Members of the Company as provided in the Regulations of the Company. The Manager will have the obligations and responsibilities described in the Regulations of the Company. The name of the initial Manager is APS MANAGEMENT, INC., and its address is 400 North Ashley Drive, Suite 2300, Tampa, Florida 33602. The Manager will serve in that capacity until removed by the Members or until its successor is duly elected and qualified.

ARTICLE IX. REGULATIONS

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

Dated this 16th day of September, 1999.

APS MANAGEMENT, INC., a Florida
corporation, as Manager

By: 

L. Kinder Cannon, III
Authorized Representative

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is FLORIDA PEN, LLC.
2. The name and address of the registered agent and office are:

Intrastate Registered Agent Corporation
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

APS MANAGEMENT, INC., a Florida
corporation, as Manager

By: 

L. Kinder Cannon, III
Authorized Representative

ACKNOWLEDGMENT:

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

INTRASTATE REGISTERED AGENT
CORPORATION

By: 

L. Kinder Cannon III, Vice President
Registered Agent
Dated: September 16, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, APS MANAGEMENT, INC., the authorized manager of FLORIDA PEN, LLC, deposes and says:

1. It is the manager of FLORIDA PEN, LLC, a Florida limited liability company (the "Company");
2. The Company has at least one member;
3. The total amount of cash contributed by the members is \$500.00.
4. The agreed value of property other than cash contributed by members is zero (\$0.00).
5. The total amount of cash and property anticipated to be contributed to the Company by the member is \$500.00. This total includes amounts from 3 and 4 above.

APS MANAGEMENT, INC., a Florida
corporation

By: 

L. Kinder Cannon, III
Authorized Representative

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