

HENDRICK & HUNTER, L.L.C.

ATTORNEYS AT LAW

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L990000006706

September 2, 1999

Registration Section
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

000002897040--7
-09/27/99-01026--005
****293.75 ****293.75

RE: Marbill Management of Florida, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization and Designation of Registered Agent for the above-named Limited Liability Company. I have enclosed a check in the amount of \$293.75 to cover the following expenses:

\$250.00	Filing Fee for Articles of Organization and Affidavit
\$35.00	Designation of Registered Agent
\$8.75	Certificate of Status

I have also enclosed a self addressed, stamped envelope for your convenience in returning the Certificate of Status.

If you have any questions regarding this request, please feel free to contact me during normal business hours at (770) 512-7776.

Sincerely,

HENDRICK & HUNTER, LLC


Kristen Johnson

Kristen Johnson GAVE
AUTHORIZATION BY PHONE TO add
CORRECT affidavit and
DATE 9-30-99
DOC. EXAM. JB

FILED
99 SEP 27 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
9-30-99

AFFIDAVIT AND
ARTICLES OF ORGANIZATION
OF
MARBILL MANAGEMENT OF FLORIDA, LLC

FILED
99 SEP 27 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: The Name of the limited liability company is ~~MARBILL~~
MANAGEMENT OF FLORIDA, LLC ("Company").

ARTICLE II: The mailing address and street address of the principal office
of the Company is 4279 Roswell Road, Suite 102-256, Atlanta, Georgia 30342.

ARTICLE III: The period of duration of the Company is perpetual.

ARTICLE IV: The name and address of the managing member of the
Company are William J. Campbell and 4279 Roswell Road, Suite 102-256, Atlanta,
Georgia 30342.

ARTICLE V: The right of the members to admit additional members and the
terms and conditions of the admissions shall be as follows:

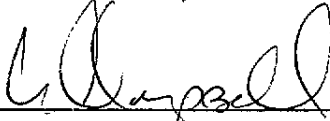
From the date of the formation of the Company, any Person or Entity
acceptable to the Members by their unanimous vote thereof may become a Member
of the Company either by the issuance by the Company of Membership Interests for
such consideration as the Members by their unanimous vote shall determine, or as
a transferee of a Member's Membership Interest or any portion thereof, subject to the
terms and conditions of the Company's Operating Agreement.

ARTICLE VI: The right of the remaining members of the limited liability
company, if any, 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 limited
liability company shall not be limited, subject to the terms and conditions of the
Company's Operating Agreement.

ARTICLE VII: The undersigned member of MARBILL MANAGEMENT
OF FLORIDA, LLC certifies:

- 1) the Company has two members;
- 2) the total amount of cash contributed by the members is \$20.00;

- 3) there is no property other than cash contributed by the members; and
4) the total amount of cash and property contributed and anticipated to contributed prior to year end by the members is \$200,000.00.



WILLIAM J. CAMPBELL, Member

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on August 10, 1999.



By:

WILLIAM J. CAMPBELL, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: MARBILL MANAGEMENT OF FLORIDA, LLC.
2. The name and the Florida street address of the registered agent are:

T. Buckingham Bird, Esq.
Name

220 South Cherry Street
Florida street address

Monticello, Florida 32344
City, State and Zip

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

T. Buckingham Bird
Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA