



THE UNITED STATES
CORPORATION
COMPANY

99000008620

ACCOUNT NO. : 072100000032

REFERENCE : 509342 7173132

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 125.00

ORDER DATE : December 9, 1999

ORDER TIME : 10:11 AM

ORDER NO. : 509342-005

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CUSTOMER NO: 7173132

CUSTOMER: Mr. H. Adam Airth
BLACKBURN & COMPANY, L.C.
BLACKBURN & COMPANY, L.C.
Suite 200
6620 Southpoint Drive, South
Jacksonville, FL 32216

DOMESTIC FILING

NAME: COMMONWEALTH MANAGEMENT
GROUP, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
COMMONWEALTH MANAGEMENT GROUP, L.L.C.**

The undersigned organizer, who is the authorized representative of the members of COMMONWEALTH MANAGEMENT GROUP, L.L.C. (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is COMMONWEALTH MANAGEMENT GROUP, L.L.C.

ARTICLE II - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Company is 814 A1A North, Suite 300, Ponte Vedra Beach, 32082.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent are Dennis L. Blackburn, Suite 200, Southpoint Building, 6620 Southpoint Drive, South, Jacksonville, Florida 32216.

ARTICLE V - INITIAL MEMBERS

The initial members of the Company shall be Randy E. and Cheryl B. Stelk, William F. and Linda U. Sweeney, Alan H. and Denise S. Anderson, Francis X. Keaveney and Wayne F. Hiem.

ARTICLE VI - ADDITIONAL MEMBERS

The members shall be entitled to admit additional members upon the consent of the Company's Managing Members. Following the consent of the Managing Members, any prospective member shall become a member upon payment of his, her or its contribution to the capital of the Company and upon such prospective member's agreement to comply with the Articles of Organization and Regulations of the Company.

ARTICLE VII - DISSOLUTION OF COMPANY

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member shall terminate the membership of that member in the Company. Upon the occurrence of any such event or any other that terminates the continued membership of a member in the Company, the Company

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shall be dissolved unless all of the remaining members consent to continue the existence of the Company.

ARTICLE VIII - MANAGEMENT

The management of the Company shall be vested in a Board of Managers as set forth in the Company's Regulations. The name and address of the initial Board of Managers, who shall serve as the Board of Managers of the Company until their successors are elected and qualified, are:

RANDY E. STELK
814 A1A North, Suite 300
Ponte Vedra Beach, FL 32082

WILLIAM F. SWEENEY
814 A1A North, Suite 300
Ponte Vedra Beach, FL 32082

ALAN H. ANDERSON
814 A1A North, Suite 300
Ponte Vedra Beach, FL 32082

FRANCIS X. KEAVENEY
814 A1A North, Suite 300
Ponte Vedra Beach, FL 32082

ARTICLE IX - RETURN OF CAPITAL

No member shall have the right to the return of his, her or its contribution to capital except as provided in the Company's Regulations.

ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended by majority vote of the Members of the Company as provided in Chapter 608, Florida Statutes.

ARTICLE XI - REGULATIONS

Regulations of this Company shall be approved and adopted by majority vote of the voting members of the Company and may be amended by a majority vote of the voting members of the Company.

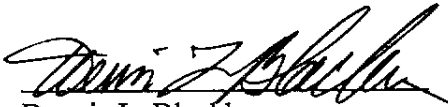
IN WITNESS WHEREOF, the undersigned organizer has executed the foregoing Articles of Organization as of the 8th day of December, 1999.


Dennis L. Blackburn
Organizer

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**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for COMMONWEALTH MANAGEMENT GROUP, L.L.C. at the place designated in the Articles of Organization, Dennis L. Blackburn hereby accepts the appointment as registered agent and agrees to act in this capacity. Dennis L. Blackburn further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Dennis L. Blackburn is familiar with and accepts the obligations of his position as registered agent.


Dennis L. Blackburn
Date: December 8, 1999

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