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LIMITED LIABILITY COMPANY

AIR BEAR II, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
AIR BEAR II, LLC**

The undersigned member, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 608 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be AIR BEAR II, LLC (the "Company").

ARTICLE II - ADDRESS

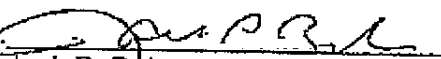
The mailing address and street address of the principal office of the Company is 11780 U.S. Highway #1, Suite 400, North Palm Beach, Florida 33408.

ARTICLE III - REGISTERED AGENT

The name of the registered agent of the Company in the State of Florida is FHS Corporate Services, Inc., and its address is 11780 U.S. Highway #1, Suite 300, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the undersigned has made, subscribed and affirmed these Articles of Organization under the penalties of perjury as the duly authorized signatory of the undersigned Member of the Company at North Palm Beach, Florida, this 10th day of January, 2002.

GOLDEN BEAR INTERNATIONAL, INC.
a Florida Corporation,

By: 
Jack P. Bates,
Senior Vice President

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

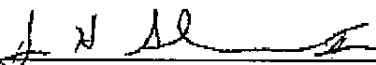
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Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article III of the foregoing Articles of Organization..

1. The name of the limited liability company is AIR BEAR II, LLC.
2. The name of the registered agent in the State of Florida is FHS Corporate Services, Inc., a Florida corporation.
3. The address of the registered agent in the State of Florida is 11780 U.S. Highway #1, Suite 300, North Palm Beach, Florida 33408.

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Liability Company. We am familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.
A Florida Corporation

By: 
James H. Schnare II, President

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