

**ARTICLES OF ORGANIZATION OF
FLORIDA SHELF #21 GP, L.C.**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is FLORIDA SHELF #21 GP, L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is Barnett Bank Plaza, One East Broward Boulevard, Suite 700, Ft. Lauderdale, FL 33301.

ARTICLE III - Duration

The Company shall exist for a period of no less than thirty (30) years, and no more than fifty (50) years from the date of filing these Articles of Organization, unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its manager (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the members holding two-thirds interest in the Company. The name and address of the Manager who is to serve is as follows:

Hearthstone Advisors, Inc.
16830 Ventura Boulevard
Suite 352
Encino, CA 91436

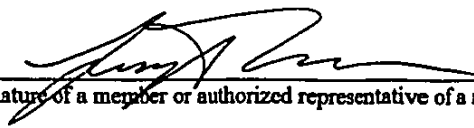
ARTICLE V - Admission of Additional Members

The right, if given of the remaining members to admit additional members and the terms and conditional of the admissions shall be subject to a vote of two-thirds of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FLORIDA SHELF #21 GP, L.C. deposes and says:

1. the above named Company has at least two members;
2. the total amount of cash contributed by the members is \$ 200.00;
3. if any, the agreed value of property other than cash contributed by members is \$ -0-.
4. the total amount of cash of property anticipated to be contributed by members is \$ 200.00. This total includes amount from 2 and 3 above.



Signature of a member or authorized representative of a member

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

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to 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 Company, the remaining or surviving members may continue in the business of the Company provided that not less than a majority of the ownership interests agree to do so in writing.

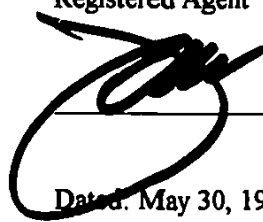
ARTICLE VI - Registered Agent and Office

The street address of the Company's initial registered office is Barnett Bank Plaza, One East Broward Boulevard, Suite 700, Ft. Lauderdale, FL 33301, and the name of its initial registered agent at such office is Mr. James K. Griffin, Jr..

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLORIDA SHELF #21 GP, L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.

JAMES K. GRIFFIN, JR.
Registered Agent



Dated: May 30, 1997

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