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JERRY W. ALLENDER

ATTORNEY AT LAW
POST OFFICE BOX 2566
TITUSVILLE, FLORIDA 32781-2566

NORTH BREVARD OFFICE

118 COUNTRY CLUB DRIVE
TITUSVILLE, FLORIDA 32780

407/269-1511

CENTRAL BREVARD OFFICE

1485 N. ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32931

407/784-5238

00789-01115-00671

October 9, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

800002664368--6
-10/15/98-01037-006
****337.50 ****337.50

WQ8-23772

REF: AXSYS RESOURCES, L.C.

Gentlemen:

I enclose Articles of Organizationn, Designation of Registered Agent and Affidavit off the above-named limited liability company. Also enclosed is my check to cover the following costs:

Filing Fee	\$250.00
Certificate of Registered Agent	35.00
Certified Copy of Articles	<u>52.50</u>
TOTAL	\$337.50

Please return the certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

Jerry W. Allender

Jerry W. Allender

JWA:jg
Enclosures

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Secretary	<i>[Signature]</i>
Acknowledged by	<i>[Signature]</i>
W. P. Ventryer	<i>[Signature]</i>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 18 AM 11:48



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 20, 1998

JERRY W. ALLENDER
POST OFFICE BOX 2566
TITUSVILLE, FL 32781-2566

SUBJECT: AXSYS RESOURCES, L.C.
Ref. Number: W98000023772

We have received your document for AXSYS RESOURCES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00051745

**ARTICLES OF ORGANIZATION
OF
AXSYS RESOURCES, L.C.**

The undersigned subscriber to these Articles of Organization, being a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this limited liability company is:
RESOURCES, L.C.

ARTICLE II.

TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE III.

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this limited liability company is **416 Cheney Highway, Titusville, Florida 32780** and the mailing address is the same.

ARTICLE IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is **416 Cheney Highway, Titusville, Florida 32780** and the initial registered agent of this limited liability company at that address is **GENE P. GORRELL**.

ARTICLE V.

ADDITIONAL MEMBERS

The members shall have the right to admit additional members to the limited liability company on terms and conditions agreed upon by the members.

ARTICLE VI.

CONTINUATION OF BUSINESS

The remaining members of the limited liability company may continue the business upon 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AXSYS
98 DEC 18 AM 11:48

ARTICLE VII.
INITIAL MANAGERS

The name and post office address of the first initial mangers of this limited liability company are:

<u>Name</u>	<u>Address</u>
ERIC S. GORRELL	4970 S. 900 East Building J Salt Lake City, UT 84177
GENE P. GORRELL	2961 Mulberry Drive Titusville, FL 32780

ARTICLE VIII.
MANAGING MEMBERS

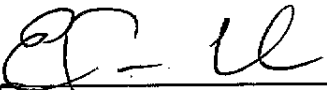
The name and post office address of the managing members of these Articles of Organization are:

<u>Name</u>	<u>Address</u>
ERIC S. GORRELL	4970 S. 900 East Building J Salt Lake City, UT 84177
GENE P. GORRELL	2961 Mulberry Drive Titusville, FL 32780

ARTICLE IX.

These articles of organization may be amended in the manner provided by law. Every amendment shall be approved by the managing members and approved at a members' meeting by a majority of the members, unless all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
at Titusville, Florida, this 9/29/98 day of _____, 1998.


ERIC S. GORRELL


GENE P. GORRELL

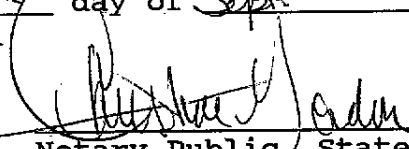
STATE OF UTAH)

COUNTY OF SALT LAKE)

BEFORE ME, the undersigned authority, personally appeared ERIC
S. GORRELL to me well known and known to me to be the person
described in and who signed the foregoing Articles of Organization,
and who acknowledged before me under oath that he signed the same
freely and voluntarily for the uses and purposes therein expressed,
and who produced a driver's license as identification.

WITNESS my hand and official seal at Salt Lake, Salt Lake
County, Utah, this 29th day of Sept, 1998.




Notary Public, State of Utah

My Commission Expires:

STATE OF FLORIDA)

COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared GENE
P. GORRELL to me well known and known to me to be the person
described in and who signed the foregoing Articles of Organization,
and who acknowledged before me under oath that he signed the same
freely and voluntarily for the uses and purposes therein expressed,
and who produced a driver's license as identification.

WITNESS my hand and official seal at Titusville, Brevard
County, Florida, this 23 day of September, 1998.

Joan Golembiewski
Notary Public, State of Florida

My Commission Expires:



Joan Golembiewski
MY COMMISSION # CC756915 EXPIRES
July 31, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That AXSYS RESOURCES, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 416 Cheney Highway, Titusville, County of Brevard, State of Florida has named GENE P. GORRELL, 416 Cheney Highway, Titusville, Florida 32780, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company, and place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNED this 23 day of September, 1998.



GENE P. GORRELL -
Registered Agent

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF BREVARD)

On this day personally appeared before me, the undersigned authority, GENE P. GORRELL, who, after being by me first duly sworn according to law, deposes and says:

1. That he is one of the first initial managers of **AXSYS RESOURCES, L.C.**, a limited liability company.

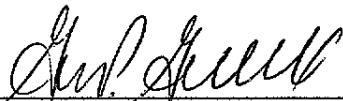
2. The limited liability company has at least two members.

3. The amount to be contributed by the initial members is as follows:

<u>Name</u>	<u>Amount</u>
Eric S. Gorrell	\$500.00 - Cash
Gene P. Gorrell	\$500.00 - Cash

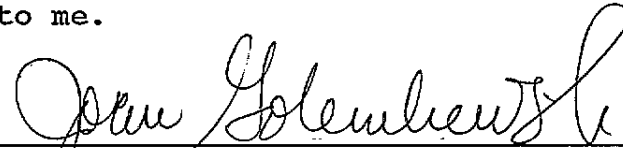
No property other than the cash shall be contributed and each member shall contribute \$500 cash.

DATED this 23 day of September, 1998.



Gene P. Gorrell

Subscribed and sworn to before me under oath this 23 day of September, 1998, by **Gene P. Gorrell**, who is personally known to me.



Joan Golembiewski
Notary Public, State of Florida
My Commission Expires:



Joan Golembiewski
MY COMMISSION # CC756915 EXPIRES
July 31, 2002
BONDED THRU TROY FAIR INSURANCE, INC.