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CTN VENTURES, L.C.
C/O DONALD T. QUINN
1007 NORTH AMERICA WAY - 5TH FLOOR
MIAMI, FL 33132
305-374-6400

00789-00623-00671

W99-27697

November 18, 1999

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-12/01/99--01058--005
***125.00 ***125.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

MJH

SUBJECT: CTN VENTURES, L.C.

Enclosed is an original and one (1) copy of our filing for a Florida Limited Liability Company and the Company's articles of organization.

Also enclosed is a check in the amount of \$125.00 payable to the Florida Department of State:

\$125.00 Filing fee for Articles of Organization and Affidavit
and Designation of Registered Agent

The Company understands a letter of acknowledgement will be issued free of charge upon registration.

FROM: CTN VENTURES, L.C.
c/o Donald T. Quinn
1007 North America Way - 5th Floor
Miami, FL 33132
305-374-6400

99 DEC 30 AM 8:32
DIVISION OF CORPORATIONS
STATE OF FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 3, 1999

DONALD T. QUINN
1007 NORTH AMERICA WAY - 5TH FLOOR
MIAMI, FL 33132

SUBJECT: CTN VENTURES, L.C.
Ref. Number: W99000027697

We have received your document for CTN VENTURES, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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: 799A00057234

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is: CTN VENTURES, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

CTN VENTURES, L.C.
c/o Donald T. Quinn
1007 North America Way - 5th Floor
Miami, FL 33132

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: fifty years from November 7, 1999, unless the Company is earlier dissolved in accordance with either the provisions of the Company Operating Agreement or the "Florida Limited Liability Company Act".

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members who will be relocating to Florida and establishing permanent residency are:

William D. San Hamel
2500 Windsor Mall
Park Ridge, IL 60068

William E. Armstrong
2219 Nighthawk Road
Hiawatha, KS 66434

Dennis A. Brown
2380 Thayer Avenue
Henderson, NV 89014

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 AM 8:32

William D. San Hamel
WILLIAM D. SAN HAMEL
MEMBER

ARTICLE V - Admission of Additional Members:

The right of the members to admit additional members and the terms and conditions of the admissions shall be: 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 this Company either by the issuance by the Company of Membership Interests for such consideration as the Members by their unanimous votes 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 Operating Agreement. No new Members shall be entitled to any retroactive allocation of losses, income or expense deductions incurred by the Company. The Manager(s) may, at their option, at the time a Member is admitted, close the Company books (as though the Company's tax year has ended) or make pro rata allocations of loss, income and expense deductions to a new Member for that portion of the Company's tax year in which a Member was admitted in accordance with the provisions of Code Section 706(d) and the Treasury Regulations promulgated thereunder.

ARTICLE VI - Members Rights to Continue Business:

The remaining members of the limited liability company have the right 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: Each and all of the covenants, terms, provisions and agreements contained in the Company's Operating Agreement shall be binding upon and inure to the benefit of the Member parties and, to the extent permitted by the Company's Operating Agreement, their respective heirs, legal representatives, successors and assigns.

William D. San Hamel
WILLIAM D. SAN HAMEL
MEMBER

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
CTN VENTURES, L.C.

2. The name and address of the registered agent and office is:
Donald T. Quinn
1007 North America Way - 5th Floor
Miami, FL 33132

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.



(Signature)

29 Nov. 1999

(Date)

William D. San Hamel
WILLIAM D. SAN HAMEL
MEMBER