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Nicholas Arsali, Ph.D. P.E.
3 Harbour Drive North
Ocean Ridge, FL 33435
(561) 740 -1320, Fax (561) 740 - 1319

December 21, 1999

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

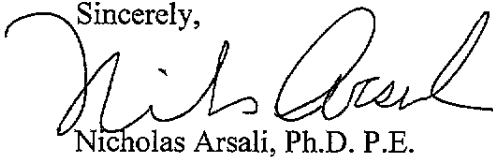
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****125.00 ****125.00

Enclosed are:

1. An original and one (1) copy of the articles of organization
2. A check to the Secretary of State for \$125.00 for Filling Fee and Registered Agent Designation.

Thank you for your prompt attention to this matter. Please note the effective date of January 1st 2000. If you should have any questions please do not hesitate to call me, (561) 740 - 1998.

Sincerely,



Nicholas Arsali, Ph.D. P.E.

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TALLAHASSEE, FL 32399

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**ARTICLE OF ORGANIZATION
OF
NATION TRUST, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Article of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be NATION TRUST, L.C. ("Company")

ARTICLE I I – ADDRESS

The mailing address and street address of the principal office of the Company shall be:

3 Harbour Drive North
Ocean Ridge, FL 33435

ARTICLE III – DURATION

The Company shall commence its existence on January 1st 2000. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization or the Regulatory of the Company.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Nicholas Arsali
3 Harbour Drive North
Ocean Ridge, FL 33435

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

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TAMPA, FLORIDA

duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


Nicholas Arsali
Registered Agent

ARTICLE V – CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

The Members of the Company shall contribute to the capital of the Company the cash set forth in Exhibit “A” and each Member shall receive the number of ownership units as set forth in said Exhibit. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

ARTICLE VI – ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional Member shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company.

ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there are at least two remaining Members.

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NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLE IX – MANAGEMENT

The Company shall be managed by two Managing Members in accordance with Regulations adopted by the Members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the Managing Members of the Company are:

Nicholas Arsali
3 Harbour Drive North
Ocean Ridge, FL 33435

and

Afsoon Arsali
3 Harbour Drive North
Ocean Ridge, FL 33435

The amendment of these Articles of Organization shall require the unanimous approval of all Members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Ocean Ridge, Florida this _____ day of _____, 2000.

NATION TRUST, L.C.
a Florida limited liability company

BY: Nicholas Arsali
Nicholas Arsali, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 21 day of December by Nicholas Arsali, President of Nation Trust, L.C., a Florida limited liability company, who is personally known to me or who has produced Florida DL # as identification.

A 624620553641

Notary Public,

Commission No: CC 775174

Commission Expires: 9-14-2002

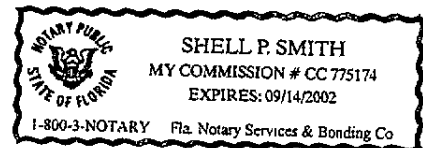


EXHIBIT "A"
ARTICLE OF ORGANIZATION
OF
NATION TRUST, L.C.

Capital Contributions and Ownership Units

Nicholas Arsali	\$100.00 in cash
Afsoon Arsali	\$100.00 in cash

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TALLAHASSEE, FLORIDA

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

In compliance with the laws of the State of Florida, the following is submitted.

First – That Nation Trust, L.C. desiring to organize under the laws of the State of Florida, has named Nicholas Arsali, President, as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 21 day of December 1999.



Nicholas Arsali
Registered Agent

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TALLAHASSEE, FLORIDA