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LAW OFFICES
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August 3, 2000

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

Re: Filing of Articles of Organization for **ABETTA-TECH, LLC**

Dear Sir or Madam:

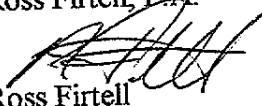
Enclosed herewith for filing please find an original and one copy of the executed Articles of Organization, Certificate/Acceptance of Registered Agent and Affidavit of Membership and Contributions of **ABETTA-TECH, LLC**. Also enclosed is my client's check payable to the Florida Department of State in the amount of \$125.00 for the filing fee.

Please return our copy of the Articles of Organization as filed, to the attention of the undersigned in the enclosed preaddressed envelope.

Please note that **ABETTA-TECH, INC.**, through its president, Monte C. Kasten, (who is also the managing member and registered agent of **ABETTA-TECH, LLC**), authorizes and consents to use of the name **ABETTA-TECH, LLC**.

Should you require any further information in order to proceed, please contact me. Thank you for your assistance in this matter.

Very truly yours,
Ross Firtell, P.A.


Ross Firtell
For the Firm

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
ABETTA-TECH, LLC

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 Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **ABETTA-TECH, LLC** ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is:

**14 Royal Palm Way
Suite 606
Boca Raton, FL 33432**

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are

**Monte C. Kasten
14 Royal Palm Way
Suite 606
Boca Raton, FL 33432**

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

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TALLAHASSEE
FLORIDA

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members 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.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS


The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 majority vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

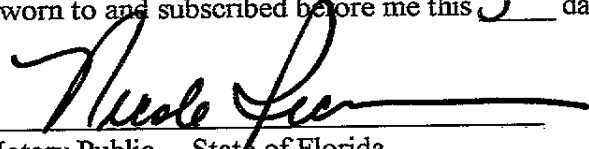
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

Monte C. Kasten
14 Royal Palm Way
Suite 606
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Palm Beach County, Florida, on this 3 day of August, 2000.


Monte C. Kasten

Sworn to and subscribed before me this 3rd day of August, 2000, by Monte C. Kasten


Notary Public -- State of Florida

(name)

Personally Known

OR

Produced Identification DL

Type of Identification Produced
(Seal)



"OFFICIAL SEAL"

Nicole Piccininni

My Commission Expires 10/10/2000

Commission #CC 592412

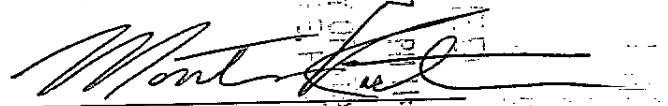
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, **ABETTA-TECH, LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **ABETTA-TECH, LLC**
2. The name and street address of the registered agent in Florida are:

**Monte C. Kasten
14 Royal Palm Way
Suite 606
Boca Raton, FL 33432**

The undersigned, being the person named in the articles of organization of **ABETTA-TECH, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Monte C. Kasten
8/3/00

Date