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MICHAEL J. APPLETON
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WILLIAM P. WEATHERFORD, JR.

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

September 13, 2000

VIA REGULAR MAIL

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

900003396779--6
--09/18/00--01118--016
***155.00 ***155.00

Re: Articles of Organization for Helium Flash, L.L.C.

Gentlemen:

Enclosed is the original and a copy of the Articles of Organization for Helium Flash, L.L.C., together with a check for \$155.00 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the company's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before September 21, 2000.

Once the Articles of Organization for Helium Flash, L.L.C. have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Dennis J. Harward

E:\WPW\CLIENT\HARWARD\RHINO\ART-INC.LLC

FILED
00 SEP 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-11365
QR

**ARTICLES OF ORGANIZATION FOR
HELIUM FLASH, L.L.C.,
a FLORIDA LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - Name:

The name of the Limited Liability Company is HELIUM FLASH, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 13501 Ingenuity Drive, Suite 100, Orlando, Florida 32826.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual commencing on the date of execution of these Article of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers elected by the members and the name(s) and address(es) of initial manager are:

Tristan Chitty

2665 Grand Avenue
Deland, Florida 32720

Shawn Moore


2665 Grand Avenue
Deland, Florida 32720

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00 SEP 18 PM 5:00
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TALLAHASSEE, FLORIDA


ARTICLE V - Initial Registered Office and Registered Agent

The initial street address of the registered office of this Limited Liability Company in the State of Florida shall be 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789. The Members may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Limited Liability Company at that address is William P. Weatherford, Jr. The Members may from time to time designate a new registered agent.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has made and subscribed these Articles of Organization at Winter Park, Florida, this 13 day of September, 2000.

BY: 
William P. Weatherford, Jr., as authorized agent of
Genesis Technology Resources, Inc., Member

Having been named as registered agent for the above mentioned Limited Liability Company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of my position as registered agent.

Signature: 
William P. Weatherford, Jr.

Date: 9/13/00

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00 SEP 18 PM 5:00
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