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September 27, 2000

Via Federal Express

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

Re: Clips Management Limited Company
c/o George Groff
12710 Tar Flower Drive
Tampa, FL 33626-2340
(813) 855-9774

Dear Clerk:

Enclosed please find the Articles of Organization for Clips Management Limited Company, a Florida Limited Liability Company and Certificate of Designation of Registered Agent / Registered Office for filing. Also enclosed is a check in the amount of \$160.00 representing fees for filing the Articles of Organization, filing the Designation of Registered Agent, a Certified Copy of the documents and a Certificate of Status.

I have enclosed a pre-addressed Federal Express envelope for your convenience in returning copies of the documents.

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TALLAHASSEE, FLORIDA

Registration Section
September 27, 2000
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Should you require any additional information or have any questions, please do not hesitate to contact me directly at (813) 222-5095.

Sincerely,



Robin Vaughan
Paralegal

/rav
cc George Groff
Hans Christian Beyer
Andrew D. McNamee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR
CLIPS MANAGEMENT LIMITED COMPANY,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is:

CLIPS MANAGEMENT LIMITED COMPANY

ARTICLE II - Principal Office

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

12710 Tar Flower Drive
Tampa, Florida 33626-2340

ARTICLE III - Registered Agent

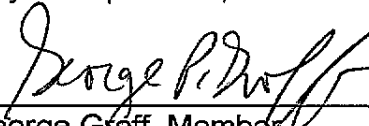
The name of the initial registered agent and the street address of the registered agent and office is:

George Groff
12710 Tar Flower Drive
Tampa, Florida 33626-2340

ARTICLE IV - Management

The Limited Liability Company is a manager-managed company to be managed by one or more managers.

IN WITNESS WHEREOF, the undersigned has signed these articles of Organization and acknowledged them to be his act on this 18 day of September, 2000.



George Groff, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 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:

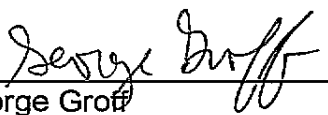
CLIPS MANAGEMENT LIMITED COMPANY

2. The name and address of the registered agent and office is:

George Groff
12710 Tar Flower Drive
Tampa, Florida 33626-2340

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.

REGISTERED AGENT:



George Groff

9/18/00

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA