

JACKSON  
WALKER  
L.L.P.

ATTORNEYS AND COUNSELORS

1105 Louisiana Street, Suite 4200, Houston, Texas 77002  
(713) 752-4200 Fax (713) 752-4221  
<http://www.jw.com> Member of GLOBALAW™

Daniel J. Hayes  
(713) 752-4334  
dhayes@jw.com

*Via Federal Express*

October 23, 2000

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

900003438039--5  
-10/24/00--01031--002  
-\*\*\*\*160.00 \*\*\*\*160.00

Re: Gold Coast Converters, L.L.C. Articles of Organization

Dear Sir or Madame:

Enclosed please find the Articles of Organization for Gold Coast Converters, L.L.C., of which I am a member, and a check for \$160.00 to cover the filing fee for the Articles of Organization as well as the Designation of Registered Agent, the cost of a Certified Copy and the cost of a Certificate of Status. Please note that my home address is 5322 Holly, Bellaire, TX 77401. My daytime telephone number is (713) 752-4334. Please contact me if you have any questions.

Thank you for your cooperation.

Sincerely,



Daniel J. Hayes

FILED  
OCT 24 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100-13151  
92

2545704.1:105030.00001

**ARTICLES OF ORGANIZATION  
OF  
GOLD COAST CONVERTERS, L.L.C.**

A Florida Limited Liability Company

The undersigned, for the purpose of forming an Florida limited liability company pursuant to the provisions of the Florida Limited Liability Act, Fla. Stat. § 608.401 *et seq.*, does hereby execute the following articles:

**ARTICLE ONE**

The name of the Limited Liability Company is Gold Coast Converters, L.L.C. (the "Company").

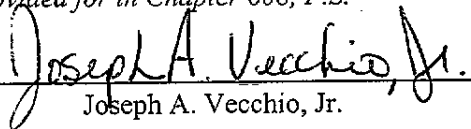
**ARTICLE TWO**

The mailing address and street address of its principal place of business in the state of Florida shall be Barnett Bank Tower, Penthouse Suite A, 2929 East Commercial Boulevard, Ft. Lauderdale, Florida 33308.

**ARTICLE THREE**

The name of the initial registered agent of the Company in the state of Florida and the business or mailing address of such registered agent is Beggs & Vecchio, Barnett Bank Tower, Penthouse Suite A, 2929 East Commercial Boulevard, Ft. Lauderdale, Florida 33308.

*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 as provided for in Chapter 608, F.S.*

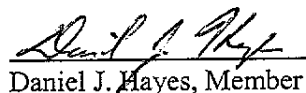
  
Joseph A. Vecchio, Jr.

**ARTICLE FOUR**

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

**ARTICLE FIVE**

The effective date of the formation of the Company is October 24, 2000.

  
Daniel J. Hayes, Member

FILED  
OCT 24 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA