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Sarasota, Florida 34237-3501

L00000014359

Reply to:
Post Office Box 49823
Sarasota, Florida 34230-6823

November 10, 2000

Telephone (941) 954-1359
Fax (941) 953-2501

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

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RE: Gaeton Capital Advisors, L.L.C.

Ladies/Gentlemen:

Enclosed, in accordance with Chapter 608, Florida Statutes, please find the original and one (1) copy of the executed Articles of Organization for the above-named entity for filing with your office. We have enclosed our check in the amount of One Hundred Fifty-five Dollars and 50/100 (\$155.00) to cover the following fees:

Filing	\$100.00
Certified Copy:	30.00
Registered Agent Designation:	25.00
	<u>\$155.00</u>

FILED
NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kindly forward to the undersigned the certified copy of the Articles of Organization, as filed, at your earliest convenience.

Should you have any questions, please feel free to contact our office. Thank you for your assistance in this matter.

Very truly yours,

MICHAEL HRIC

MH:mdh
Enclosures

L00-14359
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**ARTICLES OF ORGANIZATION
OF
GAETON CAPITAL ADVISORS, L.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 Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **GAETON CAPITAL ADVISORS, L.L.C.**, ("Limited Liability Company").

ARTICLE II - DURATION

This Limited Liability Company shall commence its existence on the date of filing these Articles of Organization and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which this Limited Liability Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the Limited Liability Company, shall be as follows:

1. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to conduct, pursuant to the provisions of these Articles of Organization, and to hold, utilize, and in any manner dispose of the rights and property do acquire.
2. To enter into and make all contracts for its business deemed necessary and appropriate but not contrary to law with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, modify, terminate, amend or rescind any of such contracts.
3. To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes,

enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangements develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under Florida law, providing for the formation, rights, privileges, and immunities of a Limited Liability Company for profit.

4. To engage in any other activity or business authorized or permitted under Florida law and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with Florida law.
5. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall each be regarded as an independent purpose and power.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability Company may not, under Florida law, lawfully carry on, exercise, or perform.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 1800 Second Street, Ste. 780, City of Sarasota, County of Sarasota, State of Florida 34236, and the name of its initial registered agent at such address is Gaeton S. Depla Penna.

FILED
NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

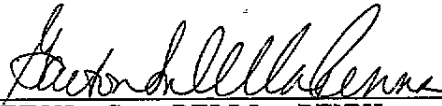
ARTICLE V - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of this Limited Liability Company shall be 1800 Second Street, Ste. 780, City of Sarasota, County of Sarasota, State of Florida 34236.

ARTICLE VI - MANAGEMENT

This Limited Liability Company shall be managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Sarasota County, Florida, for the foregoing uses and purposes this 10th day of November, 2000.

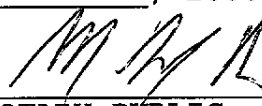

GAETON S. DELLA PENNA, as a
member of this Limited
Liability Company

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Gaeton S. Della Penna, to me personally known or who has produced _____ as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 10th day of November, 2000.




NOTARY PUBLIC
Name Printed: MICHAEL HRIC
My Commission Expires: 6-10-03
Commission No.: CC-821019

FILED
NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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
GAETON CAPITAL ADVISORS, L.L.C.

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

Gaeton S. Della Penna
1800 Second Street, Suite 780
Sarasota, Florida 34236

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.



GAETON S. DELLA PENNA

November 18, 2000

DATE

FILED
NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA