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Robert D. Wilson
Reuben S. Williams, IV

December 27, 2000

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

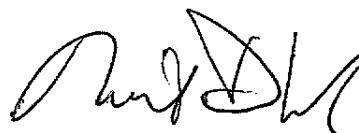
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***125.00 ***125.00

Re: Riptide Venture Group, L.L.C.

Dear Sir:

You will find enclosed an original Articles of Organization along with one copy and our firm's check for \$125.00. Please file these Articles and forward a copy back to the undersigned in the enclosed envelope. If you have any questions, please give me a call.

Very truly yours,


Robert D. Wilson,
For the firm

RDW/drs
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF RIPTIDE VENTURE GROUP, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge and file these Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company shall be RIPTIDE VENTURE GROUP, L.L.C., ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 4295 Newport Drive, Hernando Beach, Florida 34607.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless earlier dissolved as provided in the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Kimberlie A. Burich, 4295 Newport Drive, Hernando Beach, Florida 34607.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property as more fully set forth in the Operating Agreement.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company as set forth in the Operating Agreement.

ARTICLE VII - MANAGEMENT

Company shall be managed by its members/managers in accordance with the terms and conditions of the Operating Agreement. The Operating Agreement may contain other provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members/managers of the Company are:

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STATE
PALM BEACH, FLORIDA

Name

Address

Kimberlie A. Burich

4295 Newport Drive
Hernando Beach Florida 34607

Mel D. Burich

26101 Westwood Road
West Lake, Ohio 44145

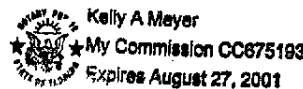
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Spang Hill, Florida on this 19 day of December, 2000.

Kimberlie A. Burich
KIMBERLIE A. BURICH, Member

STATE OF FLORIDA
COUNTY OF Hernando

The foregoing was acknowledged this 19 day of December, 2000, by KIMBERLIE A. BURICH, as Member who is (a) personally known to me or (b) ✓ produced a driver license as identification.

Kelly A Meyer
Notary Public

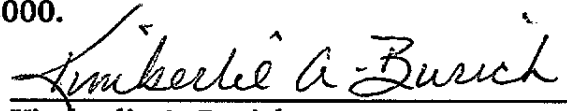


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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Kimberlie A. Burich, being the person named in the Articles of Organization of RIPTIDE VENTURE GROUP, L.L.C., as the Registered Agent of this Limited Liability Company, hereby consents to acceptance of 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 her duties, and is familiar with, and accepts the obligations of the position of Registered Agent.

Dated this 19 day of December, 2000.


Kimberlie A. Burich

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