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BONITA RAY, FLORIDA
MIAMI, FLORIDA
CHICAGO, ILLINOIS
HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

May 31, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700004340477--4
-06/04/01--01124--005
****125.00 ****125.00

Re: Hampshire Partners, LLC

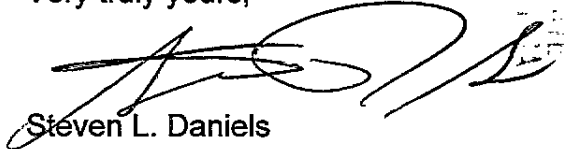
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Organization and Designation of Registered Agent for Hampshire Partners, LLC, together with this firm's check in the amount of \$125 to cover the filing fees.

After filing the Articles with the State, please return a date-stamped copy to me in the enclosed stamped, self-addressed envelope.

If you should have any questions, please feel free to call me. Thank you for your prompt attention to this matter.

Very truly yours,


Steven L. Daniels

SLD/dk
Enclosures

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**ARTICLES OF ORGANIZATION
OF
HAMPSHIRE PARTNERS, LLC**

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 HAMPSHIRE PARTNERS, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

1 Chandler Drive
Atkinson, New Hampshire 03811

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization or the Regulations of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Steven L. Daniels, Esquire
Arnstein & Lehr
433 Plaza Real, Suite 275
Boca Raton, FL 33432

ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

The Members of the Company shall contribute to the capital of the Company the cash set forth in Exhibit "A" and each Member shall receive the number of ownership units as set forth in said Exhibit. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

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STATE OF FLORIDA
DEPARTMENT OF STATE

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional Member shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of both Members or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all the remaining Members, provided there is at least one remaining Member.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by two Managing Members in accordance with Regulations adopted by the Member for the management of the business and affairs of the Company. These Regulations may contain any 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 Managing Members of the Company are:

James D. Schultz and Donald C. White
1 Chandler Drive
Atkinson, New Hampshire 03811

The amendment of these Articles of Organization, shall require the unanimous approval of the Members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Atkinson, New Hampshire, on this 21st day of MAY, 2001.

Hampshire Partners, LLC
a Florida limited liability company

By: [Signature]
James D. Schultz, Managing Member

By: [Signature]
Donald C. White, Managing Member

STATE OF New Hampshire
COUNTY OF Rockingham

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 21 day of May, 2001 by James D. Schultz, Managing Member of Hampshire Partners, LLC, a Florida limited liability company and is personally known to me or has produced Driver License as identification.

Carol A. Linehan
Notary Public Justice of Peace
Commission No: _____
Commission Expires: 8/25/2004

STATE OF New Hampshire
COUNTY OF Rockingham

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 21 day of May, 2001 by Donald C. White, Managing Member of, Hampshire Partners a Florida limited liability company and is personally known to me or has produced Driver License as identification.

Carol A. Linehan
Notary Public Justice of Peace
Commission No: _____
Commission Expires: 8/25/2004

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CLERK OF COURTS
ROCKINGHAM, NH

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

First -- That HAMPSHIRE PARTNERS, LLC desiring to organize under the laws of the State of Florida, has named Steven L. Daniels, Esquire as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 24 day of MAY, 2001.


STEVEN L. DANIELS
Registered Agent

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CLERK OF DISTRICT COURT
JUL 4 2001

EXHIBIT "A"

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>	<u>OWNERSHIP UNITS</u>
James D. Schultz	100	100
Donald C. White	100	100

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