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June 28, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attn: New Filings Section

Re: N.C.H., LLC

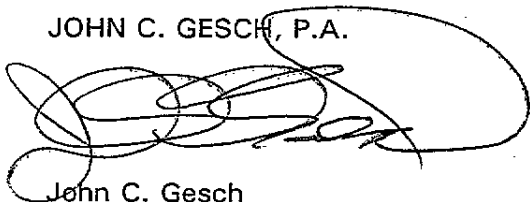
Dear Sir/Madam:

Enclosed herein for filing please find the original and one copy of Articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent/Registered Office for the above-referenced company. I am also enclosing check #1877 in the amount of \$155.00 in payment of filing fees, etc., and one certified copy of Articles.

Thank you for your assistance and cooperation in this regard.

Sincerely,

JOHN C. GESCH, P.A.



John C. Gesch

JCG:lag

Enclosures

cc: Christina L. Worley, CPA (for Nadine Clair House)

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

N.C.H., 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 N.C.H., LLC.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is One North Breakers Row, #224, Palm Beach, Florida 33480.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Nadine Clair House, One North Breakers Row, #224,, Palm Beach, Florida 33480.

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ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as follows:

NCH Trust dated March 8, 2001	\$980,000.00
Scott David Worley	\$ 10,000.00
Nadine Clair House	\$ 10,000.00

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations. Notwithstanding anything in these Articles to the contrary, voting and non-voting members shall be entitled to demand or receive a return of his or her capital accounts from the LLC, with the consent of the operating manager, provided Nadine Clair House is alive at the time of such request and which consent shall not be unreasonably withheld.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members 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, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to

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dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, 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 unanimous vote of all the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members 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 name and address of the initial manager of the company are Nadine Clair House, One North Breakers Row, #224, Palm Beach, Florida 33480.

ARTICLE X - OWNERSHIP UNITS

The 98 units owned by NCH Trust dated March 8, 2001, shall be non-voting and the one (1) unit owned by Scott David Worley and the one (1) unit owned by Nadine Clair House shall be voting.

ARTICLE XI - NO THIRD PARTY RIGHT(S)

The provisions of these Articles are for the exclusive benefit of the members and no other party (including without limitation any creditor of any member) shall have any right or claim against the company.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at West Palm Beach, Palm Beach County, Florida, on May 23, 2001.

NCH Trust dated March 8, 2001

By: Mark J. Edmunds
Vice President
Grosvenor Trust Company Limited,
Trustee

Scott David Worley
SCOTT DAVID WORLEY

Nadine Clair House
NADINE CLAIR HOUSE

Sworn to and subscribed before me this 23 day of May, 2001, by Mark J. Edmunds as Vice President for Grosvenor Trust Company Limited as Trustee of the NCH Trust dated March 8, 2001.

E. Morrison
Notary Public

Personally Known
OR
Produced Identification

Type of Identification Produced:

ERNEST A. MORRISON, Notary Public
for and in the Islands of Bermuda.
Hamilton, Bermuda
My Commission is unlimited as to time.

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Sworn to and subscribed before me this 23 day of May, 2001, by
Scott David Worley and Nadine Clair House.

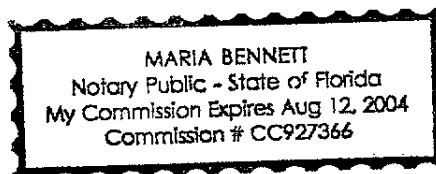
Maria Bierre
Notary Public, State of Florida

Personally Known ✓

OR

Produced Identification _____

Type of Identification Produced:



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TALLAHASSEE, FLORIDA

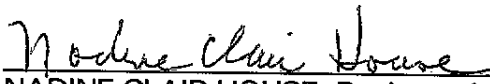
CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, N.C.H., LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is N.C.H., LLC.
2. The name and street address of the registered agent in Florida are:

Nadine Clair House
One North Breakers Row, #224
Palm Beach, Florida 33480

The undersigned, being the person named in the Articles of Organization of N.C.H., LLC, as the registered agent of this limited liability company, hereby consents to accept 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


NADINE CLAIR HOUSE, Registered Agent

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