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August 8, 2001

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

RE: PRASS HOLDINGS, L.L.C.

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Organization for the above limited liability company, and our check in the amount of \$285.00 to cover the fee for filing same.

Please file the Articles of Organization and return a copy to this office.

Thank you for your prompt attention.

Very truly yours,

[Signature]
David C. Gilmore

DCG:jw
Enclosures

cc: Mr. and Mrs. Prass

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PRASS HOLDINGS, 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 PRASS HOLDINGS, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 7521 Turkey Roost Row, Bayonet Point, Florida 34667.

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 the company is earlier dissolved as provided in these articles of organization.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Hugh W. Prass, 7521 Turkey Roost Row, Bayonet Point, Florida 34667.

ARTICLE V -- CAPITAL CONTRIBUTIONS

Each of the members of the company shall contribute \$500.00 to the capital of the company in cash or property.

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 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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

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 the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

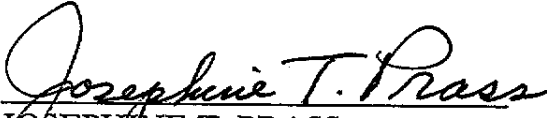
The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

Hugh W. Prass, 7521 Turkey Roost Row, Bayonet Point, Florida 34667

Josephine T. Prass, 7521 Turkey Roost Row, Bayonet Point, Florida 34667

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at New Port Richey, Florida, on this 8 day of August, 2001.


HUGH W. PRASS

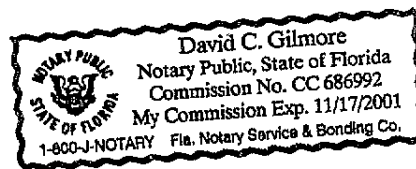

JOSEPHINE T. PRASS

STATE OF FLORIDA
COUNTY OF PASCO

Subscribed and sworn to before me this 8 day of August, 2001, by
HUGH W. PRASS and JOSEPHINE T. PRASS, who are personally known to me
or who produced NA as identification and
who did take an oath.



Notary Public -- State of Florida

Commission expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of PRASS HOLDINGS, L.L.C., 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 accept the obligations of the position of registered agent.



Hugh W. Prass
Registered Agent