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AUTHORIZATION : *Patricia Pizit*

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ORDER DATE : August 20, 2002

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Pensacola, FL 32591

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NAME: SENECA CAPITAL GP, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

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**ARTICLES OF ORGANIZATION OF
SENECA CAPITAL GP, L.L.C.**
a Florida limited liability company

The undersigned, Richard M. Colbert, a natural person competent to contract, presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company is:

SENECA CAPITAL GP, L.L.C.
a Florida limited liability company

This limited liability company is referred to in these articles as the "Company."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 1613 Breakwater Lane, Plano, TX 75093.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

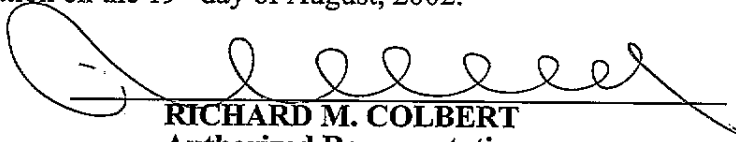
The address of the initial registered office of the Company shall be 125 W. Romana St., Ste. 800, Pensacola, FL 32501, and the name of the initial registered agent of the Company at that address is Richard M. Colbert.

ARTICLE IV - MANAGEMENT

The Company shall be a manager-managed company.

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IN WITNESS WHEREOF, the undersigned Authorized Representative of the Company has executed these Articles of Organization on the 19th day of August, 2002.


RICHARD M. COLBERT
Authorized Representative

REGISTERED AGENT ACCEPTANCE

I DO HEREBY ACCEPT the foregoing designation as registered agent of SENECA CAPITAL GP, L.L.C., a Florida limited liability company. Further, I am familiar with and accept the duties and obligations of such designation.


RICHARD M. COLBERT

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