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GANNON

Gannon International, Ltd

February 24, 2003

VIA FEDERAL EXPRESS

Secretary of State State of Florida Corporate Division Capitol, Plaza Level, Room 2 Tallahassee, Florida 32399

Re:

GEM, LLC

Gentlemen:

Enclosed please find two (2) originals of the Articles of Organization for GEM, LLC for filing. Also enclosed is our company check in the amount of \$125.00 to cover the required filing fee. Thank you for your assistance. Please call me if you have any questions.

Yours very truly,

Troy W. Gordon General Counsel

TWG/mh Enclosures FL.sec.state2.19.03.ltr

11301 Olive Boulevard | St. Louis, MO 63141 | (314) 989-9600 | fax (314) 812-8700 | web site: www.gannonintl.com

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

GEM, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

11301 Olive Boulevard, St. Louis, Missouri 63141

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Sybil C. Field			
Name	FAI	03	
11030 North Kendall Drive, Suite 200 Florida street address (P.O. Box NOT acceptable)	SHIVE FLEED	FB 2	7
Miami - FL 33176	語る	27	П
City, State, and Zip	F		

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent's Signature

Article TV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David W. Weygandt

Typed or printed name of signee

Filing Fees:

S100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

S 5.00 Certificate of Status (Optional)