

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

FILED
96 FEB - 8 PM 9 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Studley SP, L.C.

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DIVISION OF CORPORATIONS
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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Resurrection | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> No Statement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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| <input type="checkbox"/> Mail Out | | |

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ARTICLES OF ORGANIZATION
OF
STUDLEY SP, L.C.

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96 FEB -8 AM 9:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company is Studley SP, L.C. (the "Company").

ARTICLE II
DURATION

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall terminate on February 1, 2026, unless the Company is earlier dissolved as provided for by law, by these Articles of Organization or in the regulations of the Company.

ARTICLE III
MAILING AND STREET ADDRESSES

The mailing address and the street address of the principal office of the Company is 17757 U.S. Highway 19 North, Suite 600, Clearwater, Florida 34624.

ARTICLE IV
PURPOSES AND POWERS

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

ARTICLE V
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are John S. Fletcher, Morgan, Lewis & Bockius LLP, 5300 First Union Financial Center, 100 South Biscayne Boulevard, Miami, Florida 33131-2339. A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all of the members.

ARTICLE VII
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all remaining members of the Company, provided that there are at least two remaining members.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by managers in accordance with the regulations of the Company. Initially, there shall be four (4) managers of the Company. Thereafter, the number of managers shall be determined as provided in the regulations of the Company. The managers shall be elected by the members as prescribed and provided in the regulations of the Company and by Florida law. The managers shall hold the offices and have the responsibilities set forth in the regulations of the Company. The regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their respective successor is elected and qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| H. Helmut Radtke | c/o Melitta North America, Inc. 17757 U.S. Highway 19 North Suite 600 Clearwater, Florida 34624 |
| Klaus Sommer | c/o Melitta North America, Inc. 17757 U.S. Highway 19 North Suite 600 Clearwater, Florida 34624 |
| Jeffrey S. Silverman | c/o Ply Gem Industries, Inc. 777 Third Avenue New York, New York 10017 |
| Dana R. Syder | c/o Ply Gem Industries, Inc. 777 Third Avenue New York, New York 10017 |

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 7 day of February, 1996

MELITTA NORTH AMERICA, INC.

By: H. H. Radtke
Name: H. Helmut Radtke
Title:

AFFIDAVIT

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared H. Helmut Radtke, who after being by me first duly sworn, declares, deposes and says of his personal knowledge that:

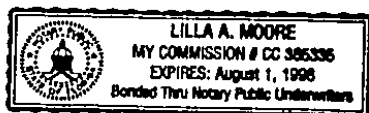
1. He is the authorized signatory of Melitta North America, Inc., a New Jersey Corporation ("Melitta"), with authorization to execute any and all documents relating to organization of Studley SP, L.C., a Florida limited liability company (the "Company").
2. He has this day, on behalf of Melitta as a member of the Company, executed the Articles of Organization of the Company.
3. The Company has at least two members.
4. The amount of cash contributed by the members of the Company as of the date of this Affidavit is \$0.
5. No property other than cash has been contributed by the members of the Company as of the date of this Affidavit.
6. The amount anticipated to be contributed by the members of the Company is \$140,000 in cash or property.

FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered this 7 day of February, 1996.

x H. H. Radtke
H. Helmut Radtke

SWORN to and subscribed before me this 7 day of February, 1996 by H. H. Radtke, who is personally known to me or who has produced a Florida drivers license No. _____ as identification.



NOTARY PUBLIC

Lilla A. Moore
Print Name: LILLA A. MOORE
State of Florida at Large
My Commission expires:

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Studley SP, L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: February 5, 1996.

Registered Agent


John S. Fletcher

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA