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September 17, 1997

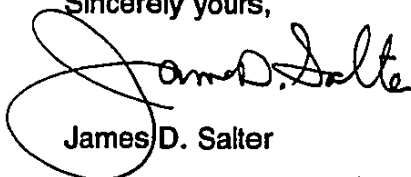
Secretary of State of Florida
Division of Corporations
P O Box 5588
Tallahassee, FL 32314

In re: Wallace-Austin Waorani Research Project, L.L.C.

Enclosed please find the Affidavit and Articles of Organization for Wallace-Austin Waorani Research Project, L.L.C.

Also, enclosed please find our check in the amount of \$337.50 to cover filing and for a certified copy. Please file and return the certified copy.

Sincerely yours,


James D. Salter

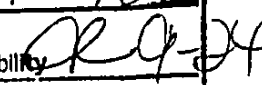



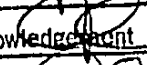

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Enclosure

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Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

**AFFIDAVIT AND
ARTICLES OF ORGANIZATION**

OF

WALLACE-AUSTIN WAORANI RESEARCH PROJECT L.C.

AFFIDAVIT AND ARTICLES OF ORGANIZATION OF WALLACE-AUSTIN WAORANI RESEARCH PROJECT, L.C. executed this 11th day of August, 1997.

FILED
97 SEP 22 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOW THEREFORE, it is mutually agreed as follows:

**ARTICLE I
FORMATION OF LIMITED LIABILITY COMPANY**

The Members hereby create a limited liability company (the "LLC") under F.S. 608 of the laws of the State of Florida (the "Act") for the purposes described in Article 3 below.

**ARTICLE II
NAME**

The name of the LLC shall be **WALLACE-AUSTIN WAORANI RESEARCH PROJECT, L.C.**, or such other name selected by the Members as may be acceptable to the appropriate recording official of the State of Florida.

**ARTICLE III
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the LLC is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the LLC, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the LLC powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this LLC, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The business office of the LLC shall be located at 3207 East Shamrock, Apt. #6, Tallahassee, FL 32308, or at such other location as may be agreed in writing by the Members.

ARTICLE V DURATION

This agreement shall become effective on the date hereof, and the LLC shall continue in perpetuity.

ARTICLE VI MANAGEMENT

The LLC is to be managed by JAYNE T. WALLACE, whose address is 3207 East Shamrock, Apt. #6, Tallahassee, FL 32305, who is to serve as Manager until the first annual meeting of the Member or until his successor is elected and qualified.

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the LLC is 3207 East Shamrock Apartment #6, Tallahassee, FL 32308, and the name of its initial registered agent at such address is **GEORGE HARRY TALLEY AUSTIN**.

**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the LLC.

A Member's interest in the LLC may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the Members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the LLC, the LLC shall continue unless the Members by majority in interest vote to dissolve the LLC.

**ARTICLE IX
DECLARATION OF MEMBERSHIP**

The undersigned hereby declares the LLC has at least two (2) members, will make total capital contributions of \$1,000 and anticipate additional capital contributions of \$0.

The undersigned hereby certifies that the foregoing constitutes the proposed Articles of Organization of **WALLACE-AUSTIN WAORANI RESEARCH PROJECT, L.C.**

Executed by the undersigned at Steamboat Springs, CO. on
August 11, 1997.

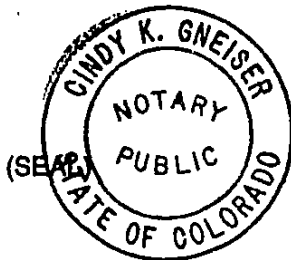

JAYNE T. WALLACE

FILED
07 SEP 22 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FL 32309

STATE OF COLORADO
COUNTY OF ROUTT

The foregoing instrument was acknowledged before me this 11 day of August, 1997,
by JAYNE T. WALLACE. Such person(s):

() is/are personally known to me,
(X) produced Drivers license as identification.



Cindy K. Gneiser

Notary Sign Name Above

Notary Print Name Below

Cindy K. Gneiser

Notary Public, State of Colorado

My Commission Expires: 9.22.98

Serial Number:

FILED
97 SEP 22 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 608, Florida Statutes, the following is submitted, in compliance with said Act:

That WALLACE-AUSTIN WAORANI RESEARCH PROJECT, L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate, at City of Tallahassee, County of Leon, State of Florida, has named GEORGE HARRY TALLEY AUSTIN, 3207 East Shamrock, Apartment #6, Tallahassee, FL 32308, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


GEORGE HARRY TALLEY AUSTIN

FILED
07 SEP 22 PM 4:39
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA