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ROBERT M. KLEIN
attorney at law

The Seventeenth Floor (502) 581-1600
Kentucky Home Life Building (502) 585-3548-fax
239 South Fifth Street RobertoK@aol.com-email
Louisville, Kentucky 40202

December 11, 1997


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

Re: Cook Technologies, LC

Sir/Madam:

Enclosed are Articles of Organization for the above-referenced limited liability company, along with a check for \$285. Please file these, and return a filed-stamped copy along with the certificate to me at the above address.

Thank you,

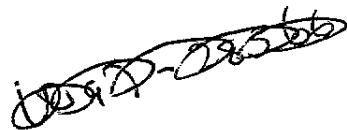

Robert M. Klein

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****285.00 ****285.00

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 15, 1998

ROBERT M. KLEIN, ATTORNEY AT LAW
239 SOUTH FIFTH ST.
KENTUCKY HOME LIFE BUILDING, 17TH FLOOR
LOUISVILLE, KY 40202

SUBJECT: COOK TECHNOLOGIES, LC
Ref. Number: W97000028566

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for COOK TECHNOLOGIES, LC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6051.

Cathy A Mitchell
Corporate Specialist
Division of Corporations



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 23, 1997

ROBERT M. KLEIN, ATTORNEY AT LAW
239 SOUTH FIFTH ST.
KENTUCKY HOME LIFE BUILDING, 17TH FLOOR
LOUISVILLE, KY 40202

SUBJECT: COOK TECHNOLOGIES, LC
Ref. Number: W97000028566

We have received your document for COOK TECHNOLOGIES, LC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 497A00060216

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TALLAHASSEE, FLORIDA

**Articles of Organization
for
Cook Technologies, LC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person forms a Florida limited liability company pursuant to the Florida Limited Liability Company Act, F.S. 608.401 *et seq.*, follows:

1. The name of the limited liability company (the "Company") shall be Cook Technologies, LC.

2. The name of the Company's initial registered agent is Leland Dowdy, whose address is 3610 Sugar Loaf Lane, Valrico, Florida 33594.

3. The mailing and principal address of the Company's place of business in Florida shall be 3415 North Surf Road, Hollywood, Florida 33019.

4. The Company will have two members. The members may admit additional members under such terms and conditions as they may determine. The remaining member or members of the Company will have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

5. The Company is to be managed by its members according to its operating agreement. The Company is being managed by a manager, Ronald P. Cook, 1974A Douglass Boulevard, Louisville, Kentucky 40205, until his successor is elected and qualified.

6. The Company does not have a specific date of dissolution. The Company shall dissolve as provided for in the Florida Limited Liability Company Act and the Company's operating agreement. Provided, however, the duration of the Company shall not exceed thirty (30) years.

7. The Company is organized for all of the purposes for which limited liability companies may be organized.

In witness whereof, the undersigned execute these Articles of Organization as the Company's initial member.



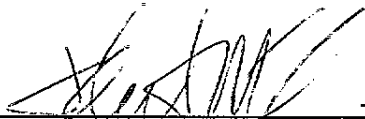
Ronald P. Cook, Member

STATE OF KENTUCKY)
)SS.
COUNTY OF JEFFERSON)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subscribed, sworn and acknowledged to before me by Ronald P. Cook, member of Cook Technologies, LC, to be his true act and deed this the _ day of December, 1997.

My commission expires: 6/22/98



Notary Public, State at Large

This instrument prepared by:



Robert M. Klein
The Seventeenth Floor
Kentucky Home Life Building
239 South Fifth Street
Louisville, Kentucky 40202
(502) 581-1600

AFFIDAVIT

The undersigned, after being first duly sworn, states as follows:

1. The undersigned is the person forming a Florida limited liability company pursuant to the Florida Limited Liability Company Act, to be known as Cook Technologies, LC.
2. The said limited liability company has and will have at least two (2) members.
3. The actual amount of cash contribution to form the said limited liability company is \$10,000.00. No other property other than cash will be contributed at this time.
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000.00.

Further affiant sayeth naught.



Ronald P. Cook

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ALLAHASSEE, FLORIDA

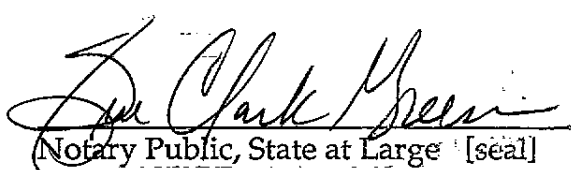
COMMONWEALTH OF KENTUCKY)

)SS.

COUNTY OF JEFFERSON)

5th Subscribed, sworn and acknowledged to before me by Ronald P. Cook this the
day of January, 1998.

My commission expires: Notary Public, State at Large, KY
My commission expires Feb. 26, 2000



Notary Public, State at Large [seal]

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Cook Technologies, LC

2. The name and address of the registered agent and office is:

Leland Dowdy

(NAME)

3610 Sugar Loaf Lane

(P. O. Box NOT ACCEPTABLE)

Valrico, Florida 33594

(CITY/STATE/ZIP)

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.


(SIGNATURE)

Jan 26, 1998
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA