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FAX #:

NAME: MORGANSTAR 35, L.C.

AUDIT NUMBER.....H98000011171

DOC TYPE.....LIMITED LIABILITY COMPANY

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PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1998

STEVEN C. CRONIG, ESQ.
BAILEY HARPER CRONIG BAKER ARENCIBIA
MIAMI, FL

SUBJECT: MORGANSTAR 35, L.C.
REF: W98000013849

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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

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**STATE OF FLORIDA)
 COUNTY OF MIAMI-DADE)**

**Articles of Organization
 of MorganStar 35, L. C.**

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of MorganStar 35 L.C., a Florida limited liability company formed under Chapter 608 of the laws of the State of Florida.

1. Name. The name of the limited liability company shall be MorganStar 35, L.C. (§608.407(1)(a)).
2. Nature of Business. The general nature of the business to be transacted will be the ownership and development of real property. (§608.403).
3. Powers. The Company shall have the power to perform any act and to exercise any power permitted to a limited liability company under Chapter 608 of the laws of the State of Florida, without limitation thereupon. (§608.404).
4. Names, Addresses and Capital Contributions of Members. Upon formation of the Company, the Members shall contribute to the capital of the Company capital contributions, which may be money, property, debt instruments or services in the aggregate sum of Sixteen Thousand Dollars (\$16,000). (§608.42(1)). The names, addresses and capital contributions of the Members are as follows: (§608.407(2)).

<u>Name and Address of Members</u>	<u>Capital Contribution</u>	<u>Ownership Interest</u>
Morgan Energy Corporation 1999 Broadway Suite 2450 Denver, Colorado 80202	\$160	1%

This instrument prepared by:
 Steven C. Cronig, Esq., Bailey Harper Cronig Baker Arencibia & Agudo, a professional association
 Florida Bar No. 307068

ARTICLES OF ORGANIZATION OF MORGANSTAR 35, L.C.

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Thomas Morgan 1999 Broadway Suite 2450 Denver, Colorado 80202	\$15,840	99%
TOTAL CAPITAL CONTRIBUTION:		\$16,000

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 100%
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 TALLAHASSEE, FLORIDA

AFFIDAVIT REGARDING NUMBER OF MEMBERS AND CAPITAL

The foregoing constitutes the sworn affidavit regarding the requirement that the Company have at least two Members and setting forth the capital contribution of each Member, as provided by Florida Statutes §608.407(2). No further capital contributions are anticipated in the immediate future. The Company will maintain a capital account for each Member as set forth in the Company Regulations. Each Member's percentage ownership interest in the capital and profits of the Company shall be as set forth above. [§608.410(e)(1)].

Upon unanimous written approval of the Members, the Company may from time to time admit new Members to the Company as set forth in the Company Operating Agreement. [§608.407(1)(e)]. All such subsequently admitted Members shall have the same rights and privileges as all other Members, including prorata voting rights. The admission of additional Members and the transfer of existing Members' interests shall be reflected in an amendment to these Articles of Organization, executed by the Manager, and shall be filed with the Secretary of State of Florida. [§608.411].

5. Restrictions on Transfer. A Member's interest in the Company may not be sold or otherwise transferred without the unanimous written consent of the Members. [§608.432].

6. Term. The Company shall exist for a period of fifty (50) years from the date of issuance of its certificate of organization by the Secretary of State of Florida. [§608.407(1)(b)].

7. Principal Office and Mailing Address. The principal office and mailing address of the Company shall be located initially at 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623 or at such other place as the Manager may choose. [§608.407(1)(c)].

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8. Registered Agent. The name and address of the initial Registered Agent for the Company is Steven C. Cronig, c/o Bailey Harper Cronig Baker Arencibia & Agudo, a professional association, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623. [§606.407(1)(a)].

9. Management. Certain enumerated powers shall be vested in one or more Managers, each of whom shall be a Member and shall serve in such capacity for a period of one year beginning with the formation of the Company and thereafter as set forth in the Regulations of the Company. The name and address of the first Manager of the Company is Morgan Energy Corporation, 1999 Broadway, Suite 2450, Denver, Colorado 80202. [§606.407(1)(a)].

10. Dissolution. The power to dissolve the Company shall be reserved to the unanimous written agreement of the Members. [§606.441]. Upon the occurrence of any other event (such as death, retirement, resignation, expulsion, dissolution, bankruptcy or withdrawal) which causes the termination of a Member, the remaining Members may, within 90 days of the date such event occurs, unanimously vote to continue the Company's business, in which case the Company shall not dissolve. [§606.407(1)(f)].

11. Voting. (a) Unless provision is made for a higher requirement in connection with any particular matter, all decisions required to be voted upon by the Members shall be decided by the vote of a majority in ownership interest. For purposes of voting rights in connection with this Agreement, the Members' ownership interests shall be proportionate to the initial capital contributions of the Members as set forth in these Articles of Organization, adjusted from time to time if any Member shall make a non-prorata contribution to or withdrawal of Capital. [§606.423(1)]. The Manager shall have no voting rights, other than in regard to its proportionate ownership interest as Members. [§606.423(2)].

(b) The Members of the Company, by a vote of seventy-five percent (75%) in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the Members. [§606.411].

(c) The Members of the Company, by a vote of seventy-five percent (75%) in ownership interest, shall have the power to amend, alter, change or repeal any provision of the Regulations of the Company in form or substance at any properly announced meeting of the Members. [§606.423].

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IN WITNESS THEREOF, the undersigned have made and subscribed these Articles of Organization at Miami, Dade County, Florida for uses and purposes aforesaid this 16 ^[date] day of June, 1998.

Morgan Energy Corporation
a Colorado corporation

By: Thomas D. Morgan
Thomas Morgan, President

Thomas H. Morgan
Thomas Morgan, Individually

SWORN TO AND SUBSCRIBED BEFORE ME at Miami, Florida this 16 ^[date] day of June, 1998.

[Signature]
NAME: _____
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires: _____



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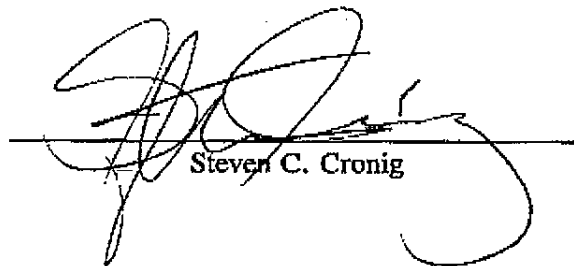
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ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven C. Cronig, hereby accepts appointment as the Resident Agent for MorganStar 35, L.C. and does agree to accept service of process on behalf of the Company and to forward same to the Company Manager. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes §608.415.

Witness my hand and seal at Miami, Florida this 16 (date) day of June 1998.


Steven C. Cronig

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