



THE UNITED STATES
CORPORATION
COMPANY

L98000001148

ACCOUNT NO. : 072100000032

REFERENCE : 898404 10992A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 285.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 21 PM 1:45

ORDER DATE : July 21, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 898404-005

CUSTOMER NO: 10992A

CUSTOMER: Ms. Traci L. Smith
SHARP SMITH & HARRISON, P.A.

Suite 630
4830 W. Kennedy Boulevard
Tampa, FL 33609

000002593910--9

DOMESTIC FILING

NAME: WHITECAP HOLDINGS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

(Handwritten signature/initials)

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ARTICLES OF ORGANIZATION
OF
WHITECAP HOLDINGS, L.L.C., A LIMITED LIABILITY COMPANY

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The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this limited liability company is Whitecap Holdings, L.L.C., which shall be referred to in these Articles of Organization as the "Company."

ARTICLE II
PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Department of State of the State of Florida until the first to occur of the following:

- (a) December 31, 2045, or
- (b) Dissolution of the Company by law or in accordance with the Regulations adopted by the Company (as provided in Article IX hereof).

ARTICLE III
MAILING ADDRESS AND STREET ADDRESS

The Company's mailing address is:

19345 U.S. Highway 19 North, 4th Floor
Clearwater, Florida 34624

The Company's street address is:

19345 U.S. Highway 19 North, 4th Floor
Clearwater, Florida 34624

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office is 19345 Highway 19 North, 4th Floor, Clearwater, Florida 34624, and the name of its initial registered agent is Arthur H. Warshaw. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

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ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

No new members shall be admitted to the Company except in accordance with the Regulations. A member's interest in the Company may not be sold or otherwise transferred except in accordance with the Regulations.

ARTICLE VI
CONTINUITY OF BUSINESS

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, the business of the Company shall automatically cease and the Company automatically shall be dissolved unless the business of the Company is continued by the remaining members in accordance with the Regulations.

ARTICLE VII
MANAGEMENT

Except as otherwise set forth in the Regulations, all powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by or under the direction of the managers of the Company, who shall perform such duties in accordance with the terms set forth in the Regulations. The managers shall consist of two (2) persons elected by majority vote of the members of the Company. Each manager shall serve a term equal to the greater of (i) one year, or (ii) until the election and qualification of the manager's successor; provided, however, any manager may be removed on the terms provided in the Regulations. A manager may be elected to an unlimited number of terms. The names and current addresses of the managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

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Henrik N. Vanderlip, Manager
133 River Road
Cos Cob, Connecticut 06807

Arthur H. Warshaw, Manager
Whitecap Holdings, L.L.C.
19345 U.S. Highway 19 North, 4th Floor
Clearwater, Florida 34624

ARTICLE VIII PURPOSES

The Company may engage in the transaction of any and all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IX REGULATIONS

The members of the Company shall adopt by majority vote regulations (the "Regulations") (which shall also act as the operating agreement of the Company) pertaining to the regulation and management of the affairs of the Company and relations between and among the Company and its members, provided that such Regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Regulations shall be repealed or amended only by the majority vote of the members of the Company, in a manner consistent with the laws of the State of Florida.

ARTICLE X ACKNOWLEDGMENT

The undersigned, being one of the members of the Company, does hereby certify that the foregoing constitutes the Articles of Organization of the Company. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the Regulations of the Company, in a manner consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned organizer has executed the
Articles of Organization this 20th day of July 1998.

WHITECAP HOLDINGS, L.L.C.

By: _____

Arthur H. Warshaw

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ACCEPTANCE BY REGISTERED AGENT
OF WHITECAP HOLDINGS, L.L.C.

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Having been appointed the registered agent of Whitecap Holdings, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity, and is familiar with and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 20th day of July 1998.


Arthur H. Warshaw

AFFIDAVIT

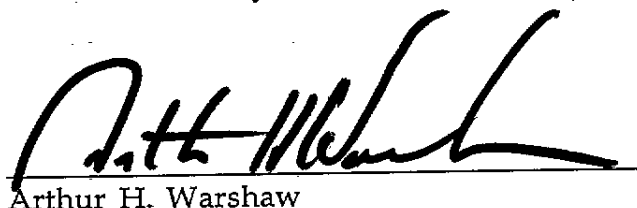
State of Florida)
)
County of Hillsborough)

ss:

Pursuant to Section 608.408(3), Florida Statutes, the undersigned (the "Affiant"), being duly sworn deposes and says:

1. Whitecap Holdings, L.L.C. has at least one member.
2. The total amount of cash contributed by the members is \$10.
3. If any, the agreed value of property other than cash contributed by the members is none.
4. The total amount of cash and property contributed and anticipated to be contributed by the members is \$10.


IN WITNESS WHEREOF, the Affiant does hereby execute this Affidavit this 20th day of July, 1998.



Arthur H. Warshaw

Before me, the undersigned authority, personally appeared Arthur H. Warshaw who, being duly sworn, deposes and says he is a member of Whitecap Holdings, L.L.C. and that in that capacity, he executed the foregoing instrument. He is personally known to me.

WITNESS my hand and official seal, this 20th day of July, 1998.


NOTARY PUBLIC

My Commission Expires:



WILLIAM T HARRISON III
My Commission CC434717
Expires Feb 26, 1999
Bonded by HAI
800-422-1555

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