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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 929465 4320888

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 17, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 929465-005

CUSTOMER NO: 4320888

CUSTOMER: Ms. April Haley
LIVINGSTON PATTERSON
STRICKLAND & WEINER, P.A.
46 N. Washington Blvd.

Sarasota, FL 34236

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NAME: NIMBOSTRATUS, L.C.

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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: Cassandra Bryant

EXAMINER'S INITIALS:

| | |
|-------------------|-----|
| Name | |
| Availability | MAH |
| Document Examiner | MAH |
| Updater | MAH |
| Updater Verifier | MAH |
| Acknowledgement | MAH |
| V. P. Verifier | MAH |

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**ARTICLES OF ORGANIZATION
NIMBOSTRATUS, L.C.**

The undersigned, desiring to form a limited liability company (a "Company") pursuant to the Florida Limited Liability Company Act, hereby make and declare these articles of organization.

Article I - Name

The name of the Company is Nimbostratus, L.C.

Article II - Duration and Commencement

This Company shall commence on the date these Articles are filed with the Department of State, and shall terminate thirty (30) years thereafter.

Article III - Mailing Address and Principal Address

The mailing address and the principal address of the Company is Two N. Tamiami Trail, #302, Sarasota, Florida 34236.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent of this Company is John Patterson, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236.

Article V - Membership

Additional members may be admitted to the Company with the consent of members holding at least a two-thirds interest in the Company if permitted by law and upon such terms as may be agreed upon by such members.

A member's interest in the Company may not be transferred or assigned except as provided in an operating agreement among the members.

Article VI - Voting by Members

All members of the Company shall be entitled to vote on matters relating to the Company. The number of votes a member shall have shall be determined by the member's proportionate share in the contributions to the capital of the Company.

Article VII - Continuance of Company

The remaining members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member at the election of

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those members who then have a majority of the capital contributions to the Company.

Article VIII - Management

The management of the Company shall be reserved to its members. The names and addresses of the members are set forth in Exhibit "A."

Article IX - Capital Contributions

The total amount of cash and a description of and the agreed value of any other property other than cash contributed, is set forth in a separate affidavit accompanying these Articles of Organization.


Article XI - Additional Contributions

No member is obligated to make additional contributions to the Company unless that obligation is set forth in writing and signed by the member.

Article XII - Regulations

The power to adopt, alter, amend, or repeal any regulations of the Company shall be vested in the members holding a majority interest in the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 14th day of August, 1998.


JOHN V. CLOUD III
Organizing Member

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EXHIBIT A
NIMBOSTRATUS, L.C.

MEMBER

CASH CONTRIBUTED

| | |
|----------------------------|----------|
| John V. Cloud III | \$100.00 |
| Two N. Tamiami Trail, #305 | |
| Sarasota FL 34236 | |

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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 its registered office and registered agent in the State of Florida:

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

2. The name and address of the registered agent and office is: John Patterson, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236. Having been named as registered agent and to accept service of process for the 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.

DATED: August 17, 1998.



JOHN PATTERSON

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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared JOHN
V. CLOUD III, who, being first duly sworn, states:

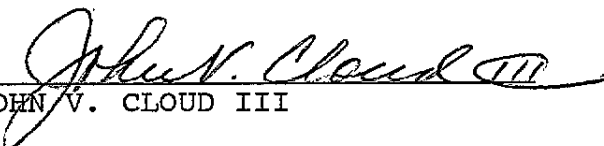
1. He is the sole member of Nimbostratus, L.C., a
Florida limited liability company.

2. The total amount of cash contributed by the member
is set forth in Exhibit "A."

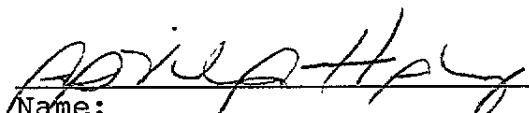
3. If any, the agreed value of property other than cash
contributed by member is \$0.

4. The total amount of cash or property anticipated to
be contributed by member is \$100.00.

DATED: August 14, 1998.


JOHN V. CLOUD III

SWORN TO AND SUBSCRIBED before me on August 14th, 1998, by
JOHN V. CLOUD III, who is personally known to me or has produced
N/A as identification.


Name: _____
Notary Public, State of Florida

My Commission Expires:

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APRIL A. HALEY
Notary Public, State of Florida
My Comm. Exp. Oct. 24, 1999
No. CC 505363

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