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THE LAW FIRM OF
GILLESPIE & ALLISON, P.A.

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1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

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TODD C. DROSKY†

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OF COUNSEL
GARY L. BLUM*

*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

♦ Admitted in New York
Not Admitted in Florida

September 18, 1998

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

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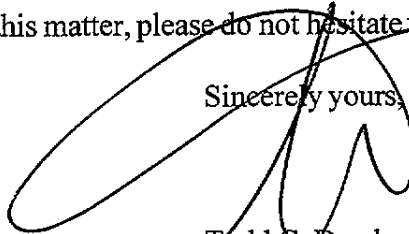
RE: Southport Calypso, L. C.

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of organization and a check for \$346.25, representing the filing fee, registered agent designation, certified copy and certificate for Southport Calypso, L.C.

If you have any questions in this matter, please do not hesitate to contact me.

Sincerely yours,



Todd C. Drosky

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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cc: David Delo

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**ARTICLES OF ORGANIZATION
OF
SOUTHPORT CALYPSO, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be SOUTHPORT CALYPSO, L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 2507 Post Road, Southport, CT 06490.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is R. BOWEN GILLESPIE, III, ESQUIRE, Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

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ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

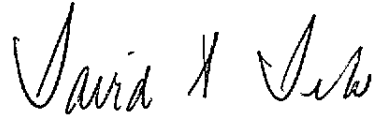
ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is DAVID DELO, 2507 Post Road, Southport, CT 06490.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Florida, on September 9, 1998.



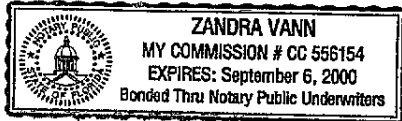
DAVID DELO


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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

SWORN TO AND SUBSCRIBED before me this 9th day of September, 1998, by
DAVID DELO.

(Seal)





Notary Public -- State of Florida
Zandra Vann

(name, typed or printed)

Personally Known X
OR
Produced Identification _____
Type of Identification Produced _____

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of SOUTHPORT CALYPSO, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



R. BOWEN GILLESPIE, III
Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SOUTHPORT CALYPSO, L.C., deposes and says:

- 1. The above named limited liability company has at least two members.
- 2. The total amount of cash contributed by the members is: \$ 5000⁰⁰.
- 3. If any, the agreed value of property other than cash contributed by the members is: \$ 0. A description of the property is attached and made a part hereto.
- 4. The total amount of cash or property anticipated to be contributed by the members is: \$ 0. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: September 9, 1998.

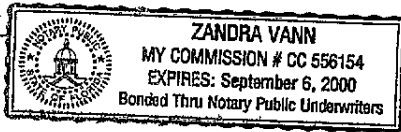
David X DeLo

DAVID DELO

STATE OF FLORIDA
COUNTY OF Palm Beach)

SWORN TO AND SUBSCRIBED before me this 9th day of September, 1998 by DAVID DELO.

SEAL



Zandra Vann

NOTARY SIGNATURE

Zandra Vann

PRINTED NOTARY SIGNATURE

My Commission Expires:

Personally known X
Produced Identification _____
Type of Identification _____

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TALLAHASSEE, FLORIDA