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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TELLURIDE HOLDINGS, L.C.

AUDIT NUMBER.....H98000017780

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF ORGANIZATION
OF
TELLURIDE HOLDINGS, L.C.**

ARTICLE I – Name

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

ARTICLE II – Duration

The period of duration for the Company shall be perpetual.

ARTICLE III – Address

The mailing address and street address of the principal office of the Company is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE IV – Registered Agent and Office

The name and address of its registered agent, whose consent to appointment as registered agent is included with these articles, is B&C

THIS DOCUMENT PREPARED BY:
LINDA C. FRAZIER, ESQUIRE
Florida Bar Number 0990035
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9456

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Corporate Services, Inc., 201 South Biscayne Boulevard, Suite 3000,
Miami, Florida 33131.

ARTICLE V – Management

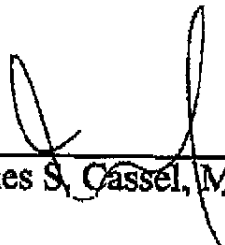
The Company is to be managed by the following managing member: James S. Cassel, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE VI – Admission of Additional Members

Members shall have the right to admit additional members as set forth in the Operating Agreement by and among the Company and its members, as amended from time to time, or as otherwise provided by the Florida Limited Liability Company Act.

ARTICLE VII – Members' Rights to Continue Business

Except as otherwise provided in the Operating Agreement by and among the Company and its members, as amended from time to time, the death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member, shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.



James S. Cassel, Member

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 608.507 of the Florida Limited Liability Company Act.

B & C CORPORATE SERVICES, INC.

By: 
Linda C. Frazier, Vice President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of TELLURIDE HOLDINGS, 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: \$7,500.
3. There is no property other than cash contributed by the member.
4. The amount of cash or property anticipated to be contributed by the member is: \$-0- in cash.
5. The total amount of 2, 3, and 4 is: \$7,500.



James S. Cassel, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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