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GREENBERG
TRAURIG

November 13, 1998

Via Federal Express

Florida Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

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-11/17/98--01057--006
****293.75 ****293.75

Re: Security Impact Glass Holdings, L.L.C.

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Organization for the above referenced limited liability company, along with a check payable to the Secretary of State in the amount of \$285.00 in payment of the following:

Filing Fee: \$250.00
Registered Agent Filing Fee: \$ 35.00
Certified Copy \$ 8.75

Total: \$ 293.75

Please return the certified copy to the attention of the undersigned.

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

Very truly yours,

Beth Gdanski

Beth Gdanski
Legal Assistant

Enclosures

WPB/GDANSKIB/203308/4cvg011.DOC/11/13/98/99999.361319

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98 NOV 17 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SECURITY IMPACT GLASS HOLDINGS, L.L.C.**

ARTICLE I - Name

The name of the Limited Liability Company is SECURITY IMPACT GLASS HOLDINGS, L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is: 1555 Palm Beach Lakes Blvd., Suite 1100, West Palm Beach, FL 33401.

ARTICLE III - Duration

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law, effective as of November 13, 1998.

ARTICLE IV - Management

The Company will be managed by managers (the "Managers"). The Managers shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managers shall also hold the offices and have responsibilities accorded to them by the members and as set forth in the Regulations of the Company. The names and addresses of the Managers who are to serve until the first annual meeting or until their successors are otherwise selected are as follows:

848-58911
International Group Investments, Inc.
762 Rider Road
Boynton Beach, Florida 33435

848-80222
Glasstone Company
1555 Palm Beach Lakes Blvd. #1100
West Palm Beach, FL 33401

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ARTICLE V - Admission of Additional Members

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or

dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE VII - Registered Agent and Office

The street address of the Corporation's initial registered office is 1555 Palm Beach Lakes Blvd., Suite 1100, West Palm Beach, FL 33401, and the name of its initial registered agent at such office is Nanette Gammon.

ARTICLE VIII - Purpose

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the provisions of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the following member has executed these Articles of Organization on this 13th day of November, 1998.

International Group Investments, Inc.

By: 

Patrick Smith

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me personally appeared Patrick Smith who is known to me to be the person who executed the foregoing articles of organization on behalf of International Group Investments, Inc.

In witness whereof, I have hereunto set my hand and seal on this 13th day of November, 1998.

Beth Gdanski
Notary Public Signature
Commission Number _____
My Commission Expires: _____



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TALLAHASSEE, FLORIDA

**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 THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.**

1. The name of the limited liability company is: SECURITY IMPACT GLASS HOLDINGS, L.L.C.

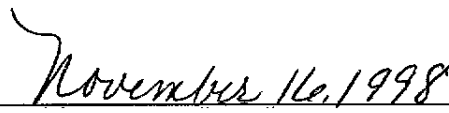
2. The name and address of the registered agent and office is:

Nannette Gammon
1555 Palm Beach Lakes Blvd.
Suite 1100
West Palm Beach, Florida 33401

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability 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.


(Signature)


(Date)

FILING FEE: \$35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SECURITY IMPACT GLASS HOLDINGS, INC., L.L.C. deposes and says:

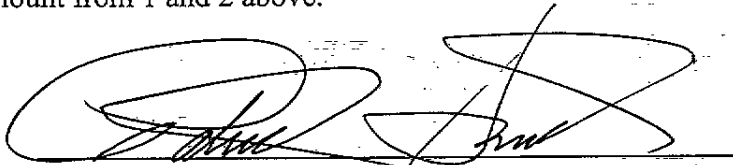
The above-named limited liability company has at least one member.

1 the total amount of cash contributed by the members is \$ 100.00

2 if any, the agreed value of property other than cash contributed by members is: \$ 1,000.00

3 the total amount of cash or property anticipated to be contributed by members is \$ 1,100.00

This total includes amount from 1 and 2 above.



Signature of a member or authorized representative of a member
PATRICK SMITH

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

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ATTACHMENT TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
SECURITY IMPACT GLASS HOLDINGS, INC., L.L.C.

Security Impact Glass Holdings, L.L.C. has at least one member.

The agreed value of property other than cash contributed by members is \$1,000.00 and the description of the property contributed is a license agreement to sell safety glass and the rights to a forty (40%) percent interest in a pending safety glass patent.

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