

RAY P. POPE

L98000002999

Attorney

17 November 1998

FILED
98 NOV 20 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Orion Worldwide Resources, LLC.

300002692553--4
-11/20/98--01032--008
****285.00 ****285.00

Dear Secretary:

CM

Enclosed please find the two originally executed Articles of Organization for Florida Limited Liability Company on the above-referenced company. Please file one of the original articles with your office, certify the other one and return it to this office in the enclosed, self-addressed envelope.

Our firm check in the amount of \$285.00 is enclosed to cover the cost of filing and certification.

If you should have any questions regarding the above matters, please do not hesitate to contact us.

Sincerely yours,



Ray P. Pope

RPP/tad/csk

Enclosures

cc: Mr. David Warren Galvin, Jr.

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4400 Bayou Blvd./Suite 54B/P.O.Box 30112
Pensacola, Florida 32503
(850)477-8989/FAX(850)484-9113

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY OF
ORION WORLDWIDE RESOURCES, LLC.**

The undersigned company files these Articles of Organization in order to form a limited liability company under the Chapter 608, Florida Statute.

ARTICLE I. NAME

The name of the limited company shall be: Orion Worldwide Resources, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the limited liability company shall be:

4400 Bayou Boulevard, Suite 4-B
Pensacola, Florida 32503

ARTICLE III. DURATION

The period of duration for the limited liability company shall be to exist perpetually unless dissolved according to law.

ARTICLE IV. MANAGEMENT

The limited liability company is to be managed by managers, and the names and addresses of such managers who are to serve as managers are:

David Warren Galvin, Jr.
4400 Bayou Boulevard, Suite 4-B
Pensacola, Florida 32503

and

Michael J. Parsons
4400 Bayou Boulevard, Suite 4-B
Pensacola, Florida 32503

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The managers shall serve as managers until the first annual meeting of members or until the successors are elected and qualify.

ARTICLE V. ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

In their sole discretion, the member-managers shall have the exclusive right to determine admission of new members.

ARTICLE VI. MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be: The limited liability company shall continue in business under the circumstances stated above under the direction of the managers as set forth in company regulations.

ARTICLE VII. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Orion Worldwide Resources LLC. certifies:

- 1) the above-named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$5,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00;
[A description of the property is attached and made a part hereto.]; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$5,000.00.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Article of Organization for a Limited Liability Company of Orion Worldwide Resources, LLC., on this the 13th day of NOVEMBER, 1998.



DAVID WARREN GALVIN, JR.

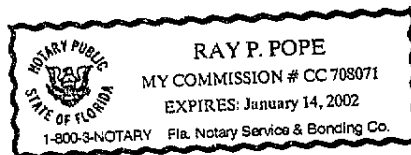
STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public, personally appeared DAVID WARREN GALVIN, JR., to me known to be the person described by said name and who executed the foregoing Articles of Organization for a Limited Liability Company of Orion Worldwide Resources, Ltd., and acknowledged before me that he subscribed to these Articles of Organization on this the 13th day of November, 1998.



NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: _____



**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 to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is ORION WORLDWIDE RESOURCES, LLC.
2. The name and the Florida street address of the registered agent are:

David Warren Galvin, Jr.
Orion Worldwide Resources, LLC
4400 Bayou Boulevard, Suite 4-B
Pensacola, Florida 32503

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.

DATED: 13 November, 1998.



DAVID WARREN GALVIN, JR.
Registered Agent

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