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LEGGIO CORPORATION

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20519 Strath-Haven Drive
Montgomery Village, Maryland 20886
(301) 717-6796
(301) 990-1578 (FAX)

January 13, 1999

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Subject: Articles of Organization of EC Stock Group, L.L.C.

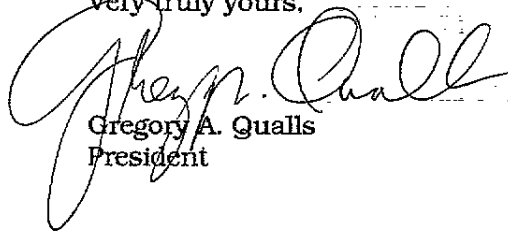
Dear Sir or Madam:

Enclosed, for filing with the Division, are 2 originals of the Articles of Organization of EC Stock Group, L.L.C. ("the Company"). Also enclosed is Exhibit A to the Articles, The Affidavit of Membership and Contributions, as required by the Florida Limited Liability Company Act.

Leggio Corporation is acting as the organizer of EC Stock Group, L.L.C., and hereby submits and have executed the Enclosures, under the authorization of Ms. Pamela E. Ludwig and Dr. Andrew Edmondson, members of the Company. Leggio Corporation's check number 2153, in the amount of two hundred eighty-five dollars (\$285.00), in payment of the statutory fees, is also enclosed.

Please return a letter of acknowledgment of the filing of the Articles, and direct any questions regarding this matter, to my attention at the letterhead address.

Very truly yours,



Gregory A. Qualls
President

Enclosures

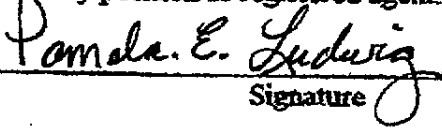
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"We Handle The Red Tape So That You Won't Have To."SM

Articles of Organization of EC Stock Group, L.L.C.
A Florida Limited Liability Company

- (a) The name of the limited-liability company shall be EC Stock Group, L.L.C. (the "Company");
- (b) The Company shall be dissolved, and its affairs wound up on December 31, 2034, unless its members continue the business without any winding up of the business of the Company, in which case the Company shall continue as an at-will company.
- (c) The mailing address and the street address of the principal office of the Company in the State of Florida shall be 2062 Blue View Court, Navarre, 32566;
- (d) (1) Pursuant to the provisions of Section 608.415 of the Florida Limited Liability Company Act, The name of the Company's resident agent shall be Pamela E. Ludwig and the complete street address of, and the mailing address of, the Resident Agent shall be 2062 Blue View Court, Navarre, FL 32566.
- (2) Having been named as registered agent and to accept service of process for the Company at the place designated hereinabove, I, Pamela E. Ludwig, 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
- (e) The members may, by majority vote, permit the admission of additional members. Each additional member shall be required to make the initial capital contribution described in the Company's Admission Agreement. The value of, and the time for making, such contribution shall be set forth in the Admission Agreement.
- (f) 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 Company, the remaining members may, by the vote of a majority of their number, continue the business of the Company.
- (g) The property, business and affairs of the Company shall be controlled and managed by the members. The initial managing members shall be the following:

Linda Edmondson of 2406 Tall Pines Lane, Hillsborough, NC 27278;
Pamela E. Ludwig of 2062 Blue View Court, Navarre, FL 32566; and
Tim Welch of 875 Frog Pond Road, Hiawassee, GA 30546

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DIVISION OF CORPORATIONS

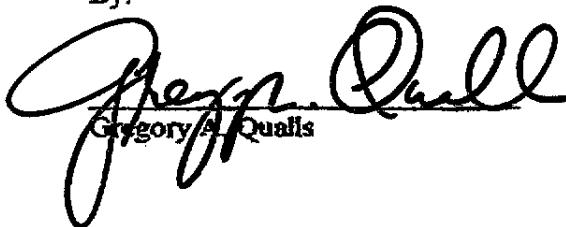
No debt may be contracted or liability incurred by or on behalf of the Company, and no instruments and documents providing for the acquisition, mortgage or disposition of property of, or on behalf of, the company are valid and binding upon the Company except when authorized in a writing executed by the managing members.

(h) The rights, duties, powers, and obligations of the members, and the rules and regulations governing the internal affairs and operations of the Company, shall be set out in the Company's Regulations and the manner in which the business and affairs of the Company shall be managed, controlled, and operated, including, without limitation: (i) the granting of exclusive authority to manage, control and operate the Company to specific members; (ii) the rights of the members to assign all or a portion of their interests in the Company; (iii) the circumstances in which any assignee of a member's interest may be admitted as a member of the Company; the procedure for assignment, pledge, or transfer of any member's interest, which interest shall be represented by a certificate issued by the Company; and (iv) the method by which the Company's Regulations may from time to time be amended, shall not be presumed but shall be only as specifically stated in the Company's Regulations.

(i) I, **THE UNDERSIGNED**, a duly authorized representative of the members, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, do make these Articles of Organization, hereby declaring and certifying that this is my act and deed and the facts herein stated are, to the best of my knowledge and belief, true, and accordingly have hereunto set my hand this 12th day of January, 1999.

Leggio Corporation

By:



Gregory A. Qualls

EXHIBIT A
to the
ARTICLES OF ORGANIZATION
of
EC STOCK GROUP, L.L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

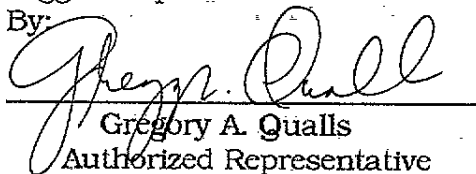
THE UNDERSIGNED, authorized representative of EC Stock Group, L.L.C. ("the Company"), does hereby certify:

- 1) the Company has at least one member;
- 2) the total amount of cash contributed by the members is: \$ 0
- 3) if any, the agreed value of property other than cash contributed by the members is: \$ 0; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by the members is \$ 27,457.00.

Pursuant to the Florida Limited Liability Company Act, I do make this Affidavit, hereby declaring and certifying that this is my act and deed and the facts herein stated are, to the best of my knowledge and belief, true, and accordingly have hereunto set my hand this 13th day of January, 1999.

Leggio Corporation

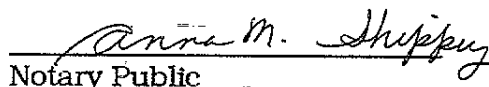
By:


Gregory A. Qualls
Authorized Representative

State of Maryland)
County of Frederick) ss

BE IT REMEMBERED that on this 13th day of Jan, 1999 personally came before me, a Notary Public for the State of Maryland, Gregory A. Qualls, to me personally known to be the same person who executed the foregoing Affidavit, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


Notary Public

My commission expires: 10-1-2000

ANNA M. SHIPPEY
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires October 1, 2000