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† BOARD CERTIFIED IN CIVIL TRIAL LAW
◇ BOARD CERTIFIED IN REAL ESTATE LAW
§ BOARD CERTIFIED IN BUSINESS LITIGATION

February 12, 1999

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****337.50 ****337.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BTUs, L.L.C.
Our File No. 98-9853


Dear Sir or Madam:

Enclosed please find an original plus one copy of Articles of Organization and required Affidavit for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$337.50 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & TORPY, P.A.


J. Patrick Anderson

JPA:sld
Enclosures

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2-24-99

FILED
99 FEB 24 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

BTUs, L.L.C.

The undersigned person hereby adopts these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I

The name of this limited liability company shall be BTUs, L.L.C. (the "Company").

ARTICLE II

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV

The initial street and mailing address of the principal place of business of the Company is 652 Jubilee Street, Melbourne, Florida 32940.

ARTICLE V

The initial address in Florida of the initial registered office of the Company is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of the Company at that address is J. Patrick Anderson.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the regulations of the Company.

ARTICLE VII

The remaining Member(s) of the Company may continue the business upon 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 upon unanimous agreement and as provided in the regulations of the Company.

ARTICLE VIII

The Company shall be managed by one (1) or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of the Members of the Company or until their successors are duly elected, shall be one (1). The name and address of such initial manager is as follows:

Ronald E. Brandon
652 Jubilee Street
Melbourne, FL 32940

ARTICLE IX

The Members of the Company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X

The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

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19 FEB 24 AM 10:56
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of
Organization, this 8 day of February, 1999.

Ronald E. Brandon Revocable Trust U/A
Dated May 17, 1994, Member

Ronald E. Brandon
Ronald E. Brandon, Trustee

I hereby state that I am familiar with and accept the duties and responsibilities as registered
agent for said limited liability company.

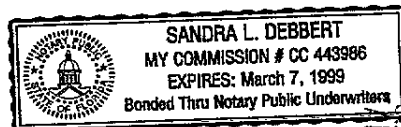
Patrick Anderson
Patrick Anderson
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 8th day of
February, 1999 by Ronald E. Brandon, Trustee of the Ronald E. Brandon
Revocable Trust U/A Dated May 17, 1994. He is personally known to me or produced
_____ as identification and did not take an oath.

Sandra L. Debbert
Notary Public
Printed Name: _____
My commission expires: _____

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CLERK OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF BREVARD**

ON THIS DAY, before me, the undersigned authority, duly authorized to take acknowledgements in the State and County last aforesaid, did personally appear RONALD E. BRANDON, trustee of the Ronald E. Brandon Revocable Trust U/A dated May 17, 1994, who, after first being sworn upon his oath, deposes and says:

1. BTUs, L.L.C. (the "Company"), a limited liability company formed under the laws of the State of Florida, has at least one (1) member.

2. The total amount of cash, and a description and agreed value of property other than cash contributed and anticipated to be contributed to the Company by its Members is as follows:

- Cash in the amount of Five Thousand and 00/100 Dollars (\$5,000.00); and
 - United States and foreign patents and patent applications having an estimated fair market value of Fifty-One Thousand and 00/100 Dollars (\$51,000.00).
3. Total amount of cash and property contributed and anticipated to be contributed: \$56,000
FURTHER AFFIANTS SAYETH NOT.

Signed this 8 day of February, 1999;

Ronald E. Brandon Revocable Trust U/A
Dated May 17, 1994, Member

Ronald E. Brandon
Ronald E. Brandon, Trustee

FILED
99 FEB 24 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF BREVARD**

The foregoing instrument was acknowledged before me this 8th day of February, 1999 by Ronald E. Brandon, Trustee of the Ronald E. Brandon Revocable Trust U/A Dated May 17, 1994. He is personally known to me or produced _____ as identification.

Sandra L. Debbert
Notary Public
Printed Name: _____
My commission expires: _____

