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KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

THE RIVERFRONT BUILDING
304 S. HARBOR CITY BOULEVARD, SUITE 201
POST OFFICE BOX 428
MELBOURNE, FLORIDA 32902-0428
TELEPHONE (407) 723-5646
TELECOPIER (407) 768-1147
<http://www.krasnydettmer.com>

MIKE KRASNY
mkrasny@krasnydettmer.com
DALE A. DETTMER*
ddettmer@krasnydettmer.com
SCOTT KRASNY†
skrasny@krasnydettmer.com

July 29, 1999

ΔFLORIDA SUPREME COURT CERTIFIED
MEDIATOR-ARBITRATOR
*BOARD CERTIFIED IN TAXATION
†CERTIFIED PUBLIC ACCOUNTANT

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Terry Resources, L.L.C.

000002947670--2
-08/02/99-01109-022
***337.50 ***337.50

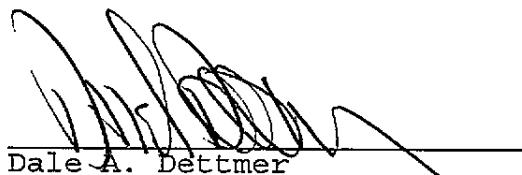
Gentlemen: --

Enclosed herewith please find Articles of Organization of the above-referenced corporation. I also enclose this firm's check in the amount of \$337.50 to cover the cost of filing the Articles and obtaining a certified copy.

Thank you for your attention to this matter.

Very truly yours,

KRASNY AND DETTMER


Dale A. Dettmer

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Enc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
TERRY RESOURCES, L.L.C.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I
Name**

The name of this limited liability company is TERRY RESOURCES, L.L.C., a Florida limited liability company.

**ARTICLE II
Address and Registered Agent**

The mailing address and street address of the principal office of this limited liability company is 221 Espanola Way, Melbourne, Florida 32901 and the name of the initial registered agent of this organization at that address is James M. Terry. The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for this limited liability company.

**ARTICLE III
Duration**

The period of duration for this limited liability company shall be perpetual commencing upon the filing of these Articles of Organization.

**ARTICLE IV
Management**

The limited liability company is to be managed by a manager and the name and address of such manager is James M. Terry, 221 Espanola Way, Melbourne, FL 32901.

**ARTICLE V
Admission of Additional Members**

No additional member shall be admitted to this limited liability company without the consent of all of the then existing Members.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
304 S. Harbor City Boulevard
Suite 201
Melbourne, Florida 32901
(407) 723-5646
Bar No. 172988

FILED
DIVISION OF CORPORATE
AND ORGANIZATIONAL
AFFAIRS
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TALLAHASSEE, FLORIDA

ARTICLE VI
Members' Rights to Continue Business

The remaining members of the limited liability company shall have the right 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 this limited liability company.

ARTICLE VII
Affidavit of Membership and Contributions

The undersigned member of TERRY RESOURCES, L.L.C. certifies:

- | | | |
|----|---|------------|
| 1) | This limited liability company has at least one member; | |
| 2) | The total amount of cash contributed by the member(s) is: | \$1,000.00 |
| 3) | The agreed value of property other than cash contributed by the members consisting of all right, title and interest of James M. Terry in and to United States Patent No. 5,562,906 issued October 8, 1996 is: | \$5,000.00 |
| 4) | The total amount of cash and property contributed and anticipated to be contributed by members is | \$6,000.00 |

ARTICLE VIII
Amendment to Articles

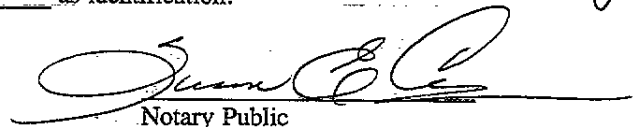
The members shall have the power to adopt, amend, alter, change or repeal these Articles of Organization when proposed and approved at a members' meeting with not less than a majority vote of the members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 29 day of July, 1999.


JAMES M. TERRY

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29 day of July, 1999, by JAMES M. TERRY, Managing Member of TERRY RESOURCES, L.L.C.. He is personally known to me or have produced _____ as identification.


Notary Public

My Commission Expires:



Susan E. Casamassima
MY COMMISSION # CC590136 EXPIRES
October 16, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

AUG -2 AM 11:20
SECRET
FBI