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September 23, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-09/24/99--01044--006
***293.75 ***293.75

Re: G&D INVESTMENTS I, LLC

Gentlemen:

Enclosed for filing please find Articles of Organization for a Florida Limited Liability Company for G&D Investments I, LLC, together with the required Affidavit of Membership and Certificate of Designation of Registered Agent/Registered Office. We also enclose our check in the amount of \$293.75, representing the filing fee for the Articles of Organization, the Designation of Registered Agent and a Certificate of Status. We request that you return the Certificate of Status to us in the enclosed Federal Express self-mailer.

Thank you for your attention to this.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


John M. Dart

JMD/kp
Enclosures

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TALLAHASSEE, FLORIDA



**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the limited liability company is G&D INVESTMENTS I, LLC (the "Limited Liability Company").

ARTICLE II - Addresses:

The mailing address of the principal office of the Limited Liability Company is:

7762 Silverbell Drive
Sarasota, Florida 34241

The street address of the principal office of the Limited Liability Company is:

7762 Silverbell Drive
Sarasota, Florida 34241

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ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Registered Agent:

The registered office of the Limited Liability Company is 7762 Silverbell Drive, Sarasota, Florida 34241, and the Registered Agent for the Limited Liability Company at such address is Glenn E. Duffy.

ARTICLE V - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Names:

Addresses:

Glenn E. Duffy

7762 Silverbell Drive
Sarasota, Florida 34241

Duane A. Duffy

7720 West Jefferson Avenue, Suite 212
Lakewood, Colorado 80235

ARTICLE VI- Admission of Additional Members:

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

Additional members may be admitted to the Limited Liability Company upon the unanimous written consent of the then existing members. Capital contributions required of new member shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited liability Company may not be sold or otherwise transferred except upon the unanimous written consent of the members of the Limited Liability Company.

ARTICLE VII - 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 be dissolved upon the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member; provided, however, that all the remaining members may consent to the continuance of the Limited Liability Company's business notwithstanding the death, bankruptcy, retirement, resignation, expulsion, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member. The Limited Liability Company shall be dissolved upon the unanimous written consent of the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned, being (an initial member/ or the initial members) of the Limited Liability Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, (has/have) executed these Articles of Organization, this ____ day of September, 1999.


Glenn E. Duffy, Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of G&D Investments I, LLC (the "Limited Liability Company") deposes and says:

- (1) the Limited Liability Company has at least two members.
- (2) the total amount of cash contributed by the members is \$1,300,000.00
- (3) if any, the agreed value of property other than cash contributed is by members is \$ -0-
A description of the property is attached and made a part hereof.
- (4) the amount of cash or property anticipated to be contributed by members is \$1,300,000.00
This total includes amounts from 2 and 3 above.


Glenn E. Duffy, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit of Membership and Contributions constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

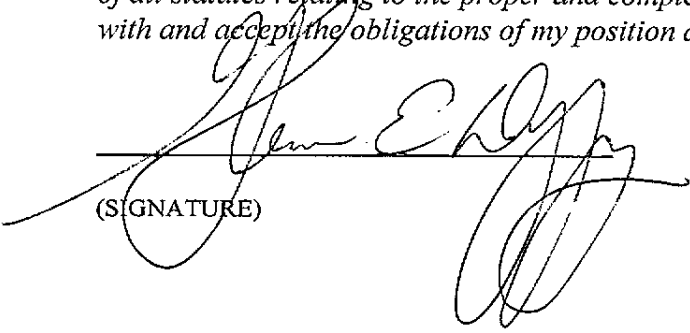
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: G&D INVESTMENTS I, LLC (the "Limited Liability Company").
2. The name and address of the registered agent and office of the Limited Liability Company are: 7762 Silverbell Drive, Sarasota, Florida 34241, and the Registered Agent for the Limited Liability Company at such address is Glenn E. Duffy.

Having been named as registered agent and to accept service of process for the 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)

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