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November 3, 1999

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

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-11/03/99--01057--013
****155.00 ****155.00

Re: Merriman Business Ventures, Ltd.

Gentlemen:

Enclosed please find Articles of Organization of Merriman Business Ventures, L.L.C., and Certificate of Designation of Registered Agent/Registered Office, along with an extra copy. We also enclose a check in the amount of \$155 representing the filing fee of \$125 and \$30 for the certified copy.

Thank you for your assistance in this matter.

Sincerely,

2 P-

Daniel D. Peck

W99-25857

DDP/js
Enc.

cc: George M. Merriman, Jr.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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DIVISION OF CORPORATIONS
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November 9, 1999

DANIEL D. PECK
5801 PELICAN BAY BLVD., SUITE 103
FIRST UNION BUILDING
NAPLES, FL 34108

SUBJECT: MERRIMAN BUSINESS VENTURES, LLC
Ref. Number: W99000025857

We have received your document for MERRIMAN BUSINESS VENTURES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 699A00054130

**ARTICLES OF ORGANIZATION OF MERRIMAN BUSINESS
VENTURES, L.L.C., A LIMITED LIABILITY COMPANY**

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

ARTICLE I - Name:

The name of the limited liability company is Merriman Business Ventures, L.L.C.

ARTICLE II - Address And Registered Agent:

The mailing address and street address of the principal or business office of the limited liability company is: 60 Seagate Drive #1703, Naples, Florida 34108. The registered office is 5801 Pelican Bay Boulevard #103, Naples, Florida 34108. Daniel D. Peck is the registered agent at that address.

ARTICLE III - Duration:

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the name and address of the person who is to serve as manager is George M. Merriman, Jr., 60 Seagate Drive, #1703, Naples, Florida 34103 until and unless a successor is elected and qualifies.

ARTICLE V - Admission of Additional Members:

Additional members may be admitted by consent of the manager under such terms as are set by the manager and are consistent with these Articles and the Regulations.

ARTICLE VI - Members' Rights to Continue Business

If there are any remaining members of the limited liability company they may 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 unless more than two-thirds of the members vote to terminate the business.

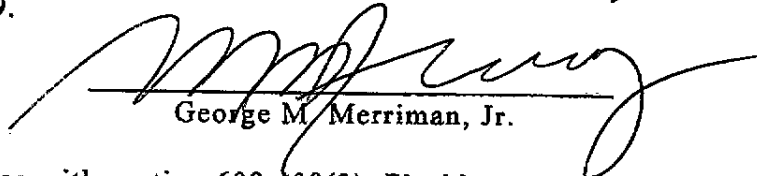
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ARTICLE VII - Membership

Pursuant to section 608.424 of the Florida statutes, no member of the limited liability company other than the manager shall be an agent of the company solely by virtue of being a member, and no member other than the manager shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member. Any Regulations of the company as defined in Florida statutes section 608.402(13) must be in writing and signed by all the initial members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my free act this 30 day of November, 1999.


George M. Merriman, Jr.

(In accordance with section 608.408(3), Florida statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

**PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 AND
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 Merriman
Business Ventures, L.L.C.

2. The name and the Florida street address of the registered
agent and registered office are: Daniel D. Peck, 5801 Pelican Bay
Boulevard, #103, Naples, Florida 34108.

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 that 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.



Daniel D. Peck