

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
252-1173

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ACCT. #FCA-14

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CONTACT: CINDY HICKS

DATE: 12/1/99

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****130.00 ****130.00

REF. #: _____

CORP. NAME: Precise Weather Capital, L.L.C.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

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TALLAHASSEE FLORIDA
12/1

STATE FEES PREPAID WITH CHECK# 6654 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN UNEMBEDDED COPY
- CERTIFICATE OF STATUS

Examiner's Initials _____

**ARTICLES OF ORGANIZATION
OF
PRECISE WEATHER CAPITAL, L.L.C.**

1. Name. The name of this limited liability company is PRECISE WEATHER CAPITAL, L.L.C., a Florida limited liability company (the "Company").
2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. Place of Business. The mailing and street address of the Company's principal office is The Rice Hotel, Suite 1314, 909 Texas Avenue, Houston, Texas 77002.
5. Registered Agent and Office. The name of the initial registered agent of the Company is Stephen J. Mitchell. The street address of the initial registered agent of the Company is Suite 2200, One Tampa City Center, Tampa, Florida 33602.
6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$250,000. No additional contributions have been agreed upon.
7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Management of the Company. The Company shall be managed by a manager or managers in accordance with the regulations or Operating Agreement adopted by all of the members. The Company shall initially be managed by the following persons (together, the "Manager"), who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualified:

Name	Address
Stephen J. Mitchell, Jr.	The Rice Hotel, Suite 1314 909 Texas Avenue Houston, Texas 77002
Rod Husk	8410 Old Band Lane Houston, Texas 77040

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9. Regulations. The manager or managers shall have the power to adopt, alter, amend, or repeal regulations or applicable sections in the Operating Agreement of the Company pertaining to the regulation and management of the affairs of the Company.

10. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

11. Interests. The members' interests in the Company shall be as set forth in the Operating Agreement.

12. Contracting Debts. Managers shall have full authority to manage the Company except that the Managers may not:

(i) amend or restate the Articles of Organization or, except as provided in Article XV, of the Operating Agreement;

(ii) do any act in contravention of the Operating Agreement;

(iii) make any expenditure or enter into any contract or agreement on behalf of the Company involving a sum in excess of Twenty Thousand Dollars (\$20,000) in any one instance or Fifty Thousand Dollars (\$50,000), in the aggregate, during any fiscal year, except for reasonable expenditures that are required in an emergency to prevent an imminent loss; provided that prompt notice of the emergency and the making or incurring of such expenditure shall be given to the other Manager not making the same;

(iv) sell, lease, exchange or otherwise dispose of all or substantially all the Company's property and assets;

(v) be a party to (i) a merger, (ii) interest exchange or (iii) other transaction effecting the ownership or structure of the Company;

(vi) do any act which would make it impossible to carry on the ordinary business of the Company, except as expressly provided in this Agreement;

(vii) execute or deliver any general assignment for the benefit of the creditors of the Company;

(viii) assign rights in specific Company property for other than a Company purpose;

(ix) knowingly or willingly do any act (except an act expressly required by this Agreement) which would cause the Company to become an association taxable as a corporation; and

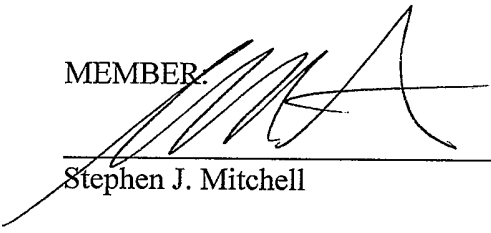
(x) borrow money from any source in excess of \$150,000.

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13. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the nontransferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

The undersigned executed these Articles of Organization effective as of the 23rd day of November, 1999.

MEMBER.



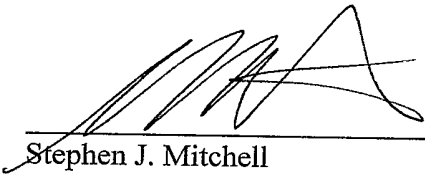
Stephen J. Mitchell

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Precise Weather Capital, L.L.C., at Suite 2200, One Tampa City Center, Tampa, Florida, 33602, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Stephen J. Mitchell

Dated: November 23, 1999

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