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FILED # LC-12988-02

OCT 21 2002

IN THE OFFICE OF
DEAN HELLER SECRETARY OF STATE

ARTICLES OF ORGANIZATION
OF
CARRARA GROUP, LLC

The undersigned, for the purpose of forming a limited liability company under Chapter 86 of the Nevada Revised Statutes, hereby makes, adopts, and acknowledges the following Articles of Organization.

ARTICLE I
NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company is CARRARA GROUP, LLC (the "Company").

ARTICLE II
PERIOD OF DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Nevada Secretary of State and shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized in the State of Nevada. The Company shall have all the powers granted to a limited liability company under the laws of the State of Nevada.

ARTICLE IV
RESIDENT AGENT AND REGISTERED OFFICE

The name and complete street address of the Company's resident agent in the State of Nevada is Drinkwater Law Offices, 6490 South McCarran Blvd., Suite 15, Reno, Nevada 89509. The same address shall be the address of the Company's registered office, and the address of the office where certain records of the Company required by Nev. Rev. Stat. §86.241 shall be maintained, except as otherwise provided in the Operating Agreement.

ARTICLE V
MEMBERS

Owners of the Company shall be designated individually as "Member" and collectively as "Members." Additional Members may be admitted at such times and on such terms and conditions as the Members of the Company may agree and as provided in the Operating Agreement of the Company. Except when these Articles of Organization or applicable law require the unanimous vote of the Members, the right of any Member to vote shall be as provided in the Operating Agreement of the Company.

The Members of the Company shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company as long as there is at least one (1) remaining Member, and the remaining Members

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agree to continue the Company by unanimous written consent within ninety (90) days after such withdrawal of a Member, as set forth in the Operating Agreement.

ARTICLE VI
OPERATING AGREEMENT

The Operating Agreement of the Company shall be adopted and executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the law or these Articles of Organization. The Operating Agreement, from time to time, may be restated, amended, or altered in accordance with its terms by the unanimous vote or written consent of the persons who are Members at the time of such restatement, amendment, or alteration.

ARTICLE VII
MANAGEMENT OF COMPANY

The management of the Company is vested in two (2) individuals designated as "Managers" who shall be elected annually by not less than a Majority in interest of the Members of the Company. No individual Members of the Company, other than the Managers, shall have any individual rights or powers to take part in the management of the Company other than expressly set forth in the Act or the Operating Agreement. No Member who is not also a Manager shall have the right to contract debts or incur liability on behalf of the Company. The name and business street address of the Managers of the Company who are to serve until the first annual meeting of Members or until their successors are elected and qualified are as follows:

Carl L. Finseth II
P.O. Box 371265
Las Vegas, NV 89137

Debra M. Ozawa
P.O. Box 371265
Las Vegas, NV 89137

ARTICLE VIII
NAME AND ADDRESS OF ORGANIZER

The name and business street address of the sole organizer of the Company is as follows:

Bonnie Drinkwater
6490 South McCarran Blvd., Suite 15
Reno, Nevada 89509

ARTICLE IX
LIABILITIES OF MANAGERS AND MEMBERS

Members and managers of the Company are not individually liable under a judgment, decree, order of any court or in any other manner, for a debt, obligation, or liability of the Company except as otherwise set forth in Nev. Rev. Stat. §86.391.

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ARTICLE X
INDEMNIFICATION

The Company may indemnify any person or entity who is or was a manager, officer, employee, or agent of the Company to the fullest extent permitted or authorized by Nev. Rev. Stat. §§86.411 to 86.471, et. seq. and consented to by not less than a Majority in interest of the Members of the Company. The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any manager, officer, employee, or agent may be entitled under any bylaw, agreement, vote of Members or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto.

ARTICLE XI
DEFINITIONS

Unless otherwise defined in these Articles of Organization, capitalized terms used shall have the meanings set forth for such terms in Chapter 86 of the Nevada Revised Statutes.

IN WITNESS WHEREOF, the undersigned organizer has hereunto set her hand and executed these Articles of Organization on October 21, 2002.

Bonnie Drinkwater

BONNIE DRINKWATER
Organizer

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WAIVER OF ORGANIZER

I, Bonnie Drinkwater, the organizer named in the Articles of Organization of **CARRARA GROUP, LLC** (the "Company"), a Nevada limited liability company, which Articles were received and filed in the office of the Secretary of State of the State of Nevada on October 21, 2002, waive all my respective right, title and interest in and to any stock or property of the Company and any right of management thereof.

DATED: October 23, 2002.

Bonnie Drinkwater

Bonnie Drinkwater

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Office Use Only:

OCT 21 2002

IN THE OFFICE OF DEAN HELLER SECRETARY OF STATE

DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

Certificate of Acceptance of Appointment by Resident Agent

General Instructions for this form:

1. Please print legibly or type; Black Ink Only.
2. Complete all fields.
3. Ensure that document is signed in signature field.

In the matter of Carrara Group, LLC
(Name of business entity)

I, Drinkwater Law Offices, **hereby state that on** 10/21/02
(Name of resident agent) (Date)

I accepted the appointment as resident agent for the above named business entity.

The street address of the resident agent in this state is as follows:

6490 S. McCarran Blvd. Suite 15
Physical Street Address

Suite number

Reno, **NEVADA** 89509
City Zip Code

Optional:

Additional Mailing Address

Suite number

City State Zip Code

Signature:

Bonnie Drinkwater
Authorized Signature of R.A. or On Behalf of R.A. Company

10/21/02
Date

Nevada Secretary of State Form RAACCEPT1998.01
Revised on: 09/24/01

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FILED # LLC-129188

DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

Certificate of Acceptance of Appointment by Resident Agent

Office Use Only: OCT 2 1 2002

IN THE OFFICE OF
DEAN HELLER SECRETARY OF STATE

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(Name of business entity)

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(Name of resident agent) (Date)

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6490 S. McCarran Blvd. Suite 15
Physical Street Address

Suite number

Reno, NEVADA 89509
City Zip Code

Optional:

Additional Mailing Address

Suite number

City State Zip Code

Signature:

Bonnie Drinkwater
Authorized Signature of R.A. or On Behalf of R.A. Company

10/21/02
Date

Nevada Secretary of State Form RAACCEPT1999.01
Revised on: 08/24/01

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Las Vegas, NV 89137

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Bonnie Drinkwater

BONNIE DRINKWATER
Organizer

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