

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

5398



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Limited Liability Company Act have been complied with and accordingly, this **CERTIFICATE OF ORGANIZATION** is hereby issued to:

BUTTERFIELD CARTER & ASSOCIATES, LLC

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **30th** day of **March, 2000**.

CRH/ISS
REGISTRATION UNIT
2000 DEC -1 AM 11:22

Lloyd J. Jordan
Director

Harold F. Nelson
Acting Administrator
Business Regulation Administration

A handwritten signature in cursive script, appearing to read "Maxine M. Hinson", is written over a horizontal line.

Maxine M. Hinson
Act. Assistant Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor



Government
of the
District of Columbia

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION

941 NORTH CAPITOL STREET, N.E.
WASHINGTON, D.C. 20002

FILE

MAR 30 2000

ARTICLES OF ORGANIZATION
OF
BUTTERFIELD CARTER & ASSOCIATES, LLC

Pursuant to Title 29, Chapter 13 of the District of Columbia Code (the D.C. Limited Liability Company Act of 1994), the organizers named below adopt the following Articles of Organization:

FIRST: The name of the limited liability company is Butterfield Carter & Associates, LLC (the "Company").

SECOND: The latest date on which the Company is to be dissolved is December 31, 2099.

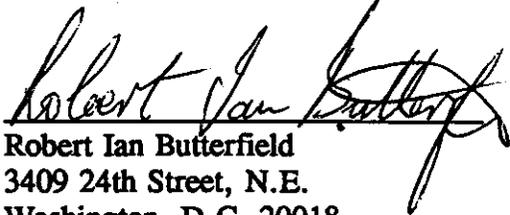
THIRD: The Company may engage in any lawful business, except as otherwise provided by the laws of the District of Columbia.

FOURTH: The address, including street and number, if any, of the initial registered office of the Company is 3409 24th Street, N.W., Washington, D.C. 20018, and the name of the initial registered agent at such address is Robert Ian Butterfield.

FIFTH: The Company shall be a "manager-managed limited liability company" within the meaning of the Act, and no member of the Company, solely by reason of such member's membership in the Company, shall be considered or relied upon to be an agent of the Company for the purpose of binding the Company with respect to any transaction or other obligation whatsoever. Further, the Company's Operating Agreement adopted contemporaneously with these Articles provides that, in general, the Company's business and affairs shall be managed by a Board of Managers, consisting of all the managers, and that the approval of a majority of the managers serving on the Board of Managers from time to time shall be necessary to take action on behalf of the Company. Accordingly, no manager, employee or other person, solely by reason of serving in the capacity of a manager, employee or otherwise with the Company, shall be considered or relied upon to be an agent of the Company for the purposes of binding the Company to any transaction or other obligation whatsoever.

SIXTH: Any operating agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, we have signed these Articles of Organization on the
9th day of March, 2000.


Robert Ian Butterfield
3409 24th Street, N.E.
Washington, D.C. 20018


Gavin Carter
3409 24th Street, N.E.
Washington, D.C. 20018

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
614 H STREET, N.W. ROOM 407
WASHINGTON, D.C. 20001

WRITTEN CONSENT TO ACT AS REGISTERED AGENT
FOR A LIMITED LIABILITY COMPANY

TO: The Superintendent of Corporations
Department of Consumer and Regulatory Affairs
Business Regulation Administration, Corporations Division
614 H Street, N.W. Room 407
Washington, D.C. 20001

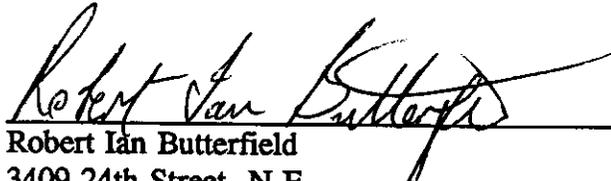
BY A DISTRICT OF COLUMBIA RESIDENT

PURSUANT TO D.C. CODE TITLE 29, AND TITLE 41.

I, ROBERT IAN BUTTERFIELD, A Bonafide Resident of the District of Columbia Herein
Consent to Act as a Registered Agent For:

BUTTERFIELD CARTER & ASSOCIATES, LLC

SIGNATURE OF REGISTERED AGENT


Robert Ian Butterfield
3409 24th Street, N.E.
Washington, D.C. 20018

DATE: 23 Jan 2000