



Dean Heller
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**Articles Of Organization
 Limited-Liability Company**
 (PURSUANT TO NRS 86)

FILED # 9062-01 *we*

APR 28 2004

IN THE OFFICE OF
Dean Heller
 DEAN HELLER SECRETARY OF STATE

Important: Read attached instructions before completing form.

1. Name of Limited-Liability Company	<p align="right">ABOVE SPACE IS FOR OFFICE USE ONLY</p> <p>Monte Rosa LLC</p>
2. Resident Agent Name and Street Address <i>(must be a Nevada address where process may be served)</i>	<p>James L. Kelly, Esq. Name</p> <p>5441 Kietzke Lane, Second Floor Physical Street Address</p> <p>Reno NEVADA 89511 City State Zip Code</p> <p>Additional Mailing Address</p>
3. Dissolution Date: <i>(OPTIONAL - see instructions)</i>	<p>Latest date upon which the company is to dissolve (if existence is not perpetual):</p>
4. Management <i>(check one)</i>	<p>Company shall be managed by <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Members</p>
5. Names Addresses of Manager(s) or Members: <i>(attach additional pages as necessary)</i>	<p>Alan G. Means Name</p> <p>6121 Lakeside Drive, Suite 230 Address</p> <p>Reno NV 89509 City State Zip Code</p> <p>Conrad Stitser Name</p> <p>6121 Lakeside Drive, Suite 230 Address</p> <p>Reno NV 89509 City State Zip Code</p> <p>Name</p> <p>Address</p>
5. Names, Addresses and Signatures of Organizers <i>(if more than one organizer please attach additional pages)</i>	<p>James L. Kelly, Esq. Name</p> <p>5441 Kietzke Lane, Second Floor Address</p> <p>Reno Nevada 89511 City State Zip Code</p> <p>Signature <i>James L. Kelly</i></p>
6. Certificate of Acceptance of Appointment of Resident Agent:	<p>I hereby accept appointment as Resident Agent for the above named limited-liability company.</p> <p><i>James L. Kelly</i> Authorized Signature of R.A. of On Behalf of R.A. Company</p> <p>4/28/04 Date</p>

See next page for additional provisions.

This form must be accompanied by appropriate fees. See attached fee schedule.

ATTACHMENT TO
ARTICLES OF ORGANIZATION

OF

MONTE ROSA LLC

a Nevada limited liability company

ARTICLE 7. LIABILITY AND INDEMNIFICATION: Unless otherwise provided by an agreement signed by the member to be charged, no member of the Company is individually liable for the debts or liabilities of the Company. The Company may indemnify any member, employee, or agent of the Company to the fullest extent allowed by law.

ARTICLE 8. OPERATING AGREEMENT: The members of the Company shall adopt a written operating agreement ("Operating Agreement"), which Operating Agreement shall govern the affairs of the Company and the conduct of its business. The Operating Agreement of the Company, may, from time to time, be repealed, amended or altered in the manner set forth in the Operating Agreement of the Company. If the Members fail to adopt a written Operating Agreement within sixty (60) days following the filing of these Articles of Organization, then any Member may dissolve the Company in accordance with the Act and each Member shall receive back such Member's capital contributions to the Company.