

JAN 14 2005

FILE NO. L-1174980-8

ARTICLES OF ORGANIZATION
OF
ZEUSATHENA, LLC

Pursuant to the Arizona Limited Liability Company Act, Chapter 4 of Title 29, Arizona Revised Statutes (the "Act"), the undersigned adopts the following Articles of Organization for such limited liability company.

1. Name. The name of the limited liability company is:
- ZEUSATHENA, LLC**
2. Registered Office. The address of the registered office in Arizona is:

Mark J. Valentine, Esq.
c/o VALENTINE & VALENTINE, P.C.
6831 N. Oracle Road, Suite 145
Tucson, AZ 85704

3. Statutory Agent. The statutory agent's name and address are:

Mark J. Valentine, Esq.
VALENTINE & VALENTINE, P.C.
6831 N. Oracle Road, Suite 145
Tucson, AZ 85704

4. Dissolution. The LLC will have perpetual existence.

5. Management.
- A. Management of the limited liability company is reserved to the members.
- B. At the time the LLC is formed, the names and mailing addresses of the initial members owning a 20% or more interest are:

Gary L. Ferguson	Susan E. Ferguson
7739 E. Broadway Blvd. #152	7739 E. Broadway Blvd. #152
Tucson, AZ 85710	Tucson, AZ 85710

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of ZEUSATHENA, LLC, on January 14, 2005.

Gary L. Ferguson
GARY L. FERGUSON

Susan E. Ferguson
SUSAN E. FERGUSON

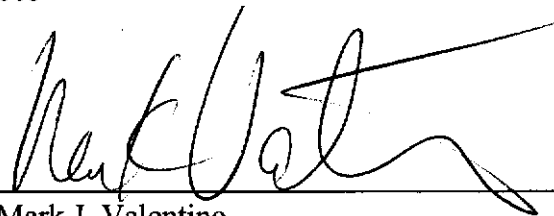
TR # 911914
\$ **PAID** 1/8
85
✓ 2765

ACCEPTANCE OF STATUTORY AGENT

I, Mark J. Valentine, Esq., of VALENTINE & VALENTINE, P.C., hereby acknowledge
and accept the appointment as Statutory Agent of

ZEUSATHENA, LLC

effective this 14th day of January, 2005

A handwritten signature in black ink, appearing to read 'Mark Valentine', is written over a horizontal line.

Mark J. Valentine
VALENTINE & VALENTINE, P.C.
6831 N. Oracle Road, Ste. 145
Tucson, AZ 85704



L-1174980-8

LAW OFFICES OF
VALENTINE & VALENTINE, P.C.

January 14, 2005

VIA EZ MESSENGER

Incorporation Division
Arizona Corporation Commission
402 West Congress, #110
Tucson, AZ 85701

RE: ZEUSATHENA, LLC
STHENO, LLC

Dear Examiner:

Enclosed for expedited filing please find the original and two (2) copies of the Articles of Organization and Acceptance of Statutory Agent for each of the above-referenced limited liability companies.

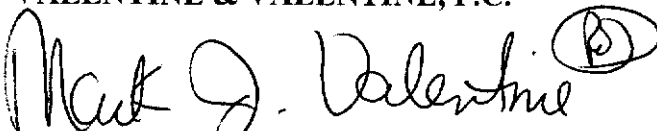
Also enclosed is our check in the amount of \$170 to cover your fees.

Please return a conformed copy of each to this office via EZ Messenger at your earliest convenience, followed by a file-stamped copy of each, once approved.

Thank you for your courtesies.

Sincerely,

VALENTINE & VALENTINE, P.C.


Mark J. Valentine

MJV:rm

Enclosures

cc: Mr. & Mrs. Gary Ferguson

V:\CLIENTS\Ferguson, Gary & Susan\LLCs\ZeusAthena, LLC\Correspondence\ACC.01.wpd



E-Z MESSENGER ATTORNEY SERVICE, INC. L-1174980-8

65 E. Pennington Street
Tucson, Arizona 85701
(520) 623-8436

Date: 1/14/05

Law Firm
Attorney
Client File #
Plaintiff
Defendant

U Mark J. Valentine, Esq.
Valentine & Valentine, P.C.
6831 N Oracle Rd, Ste 145
Tucson, AZ 85704

Secretary: REBECCA
Phone # 498-0088
County
Case # FERGUSON

COURT

- ☐ Superior ☐ U. S. District
☐ Probate ☐ Bankruptcy
☐ Justice ☐ Industrial Commission
☐ City ☐ Court of Appeals
☐ Recorder ☒ Corporation Commission
☐ Other

DOCUMENTS

- ☐ S & C ☐ Notice of Hearing
☐ Subpoena(s) ☐ OSC/TRO
☐ Dissolution ☐ Default
☐ Answer ☐ Judgment
☐ Writ of

☐ Stip & Order for

☒ Other: FILE OF ORG + ACCP OF STATE

FILING INSTRUCTIONS

- ☒ File ☒ Return Conformed Copies
☐ Issue & Serve ☐ Record
☐ Issue & Return
☐ Signature Needed

SERVICE INSTRUCTIONS

Serve: _____

Home Address: _____

Business Address: _____

SPECIAL INSTRUCTIONS

ZEUSATHENA, LLC
STH600, LLC

HELP
JAN 14 2005
5:17 PM
CHECK

DELIVERY

☐ Unconformed ☐ Conformed

Deliver to _____

Address _____

Hand delivery rec'd by _____

Date/Time _____

Sincerely,

VALENTINE & VALENTINE, P.C.

Mark J. Valentine

MJV:rn

Enclosures

cc: Mr. & Mrs. Gary Ferguson

V:\CLIENTS\Ferguson, Gary & Susan\LLC's\ZeusAthena, LLC Correspondence\ACC 01.wpd

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RECEIVED

JAN 14 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION