L00000005258

ACCOUNT NO. : 072100000032

REFERENCE : 690001   8437A

AUTHORIZATION :

COST LIMIT : $ 160.00   *Patricia Pyfit*

ORDER DATE : May 8, 2000

ORDER TIME : 3:46 PM

ORDER NO. : 690001-005

CUSTOMER NO: 8437A

7000032437717--3

CUSTOMER: Frederick Woodbridge, Jr., Esq
BAUR, WOODBRIDGE, REUS &
BAUR, WOODBRIDGE, REUS &
21st Floor New World Tower
100 North Biscayne Boulevard
Miami, FL 33132

DOMESTIC FILING

NAME: COMSYSTEMS, L.L.C.

00 MAY -8 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

EFFECTIVE DATE:

XX____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
XX____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

00 MAY -8 PM 4:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RECEIVED

ARTICLES OF ORGANIZATION
COMSYSTEMS, L.L.C.

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act") does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is COMSYSTEMS, L.L.C. (the "*Company*").

2. **Duration.** The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

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 and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Frederick Woodbridge, Jr.,, Esq., c/o Baur, Woodbridge, Reus & Klein, P.A.. The street address of the initial registered agent of the Company is New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.

5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Baur, Woodbridge, Reus & Klein, P.A., New World Tower, 21st Floor, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.

6. **Additional Members.** The Company shall have the right to admit additional members to the Company by the affirmative vote of members representing a majority of the membership interests of the Company at the time of admission.

7. **Termination of Membership.** Upon the death, retirement, withdrawal, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Regulations, consent to continue the business of the Company.

8. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as a fonction

of changes in their capital account balances. The name and addresses of the initial managing members are as follows:

Name	Address
Antoine Gandolfo	c/o Baur, Woodbridge, Reus & Klein, P.A. 100 N. Biscayne Blvd., 21st Fl. Miami, Florida 33132-2306
Providence Gandolfo	c/o Baur, Woodbridge, Reus & Klein, P.A. 100 N. Biscayne Blvd., 21st Fl. Miami, Florida 33132-2306

9.   **Regulations; Members' Agreement.** At the time of executing these Articles of Organization, the members of the Company shall adopt Regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Regulations shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote of members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.

10.   **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

11.   **Transfer of Interest.** No member shall have the right to transfer any interest in the Company unless authorized by a vote of the members representing a majority of the membership interests in the Company or otherwise as may be provided in any Members' Agreement.

12.   **Certificated Interests.** The members' membership interests in the Company may be evidenced by certificates.

13.   **Amendments.** These Articles, except with respect to the vested rights of the members, may be amended from time to time by a vote of members representing a majority of the membership interests of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

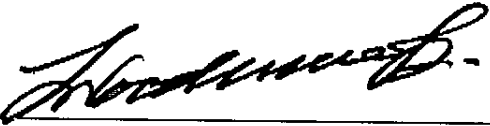The undersigned, as member of the Company, executed these Articles of Organization effective as of the ___8th___ day of _____May_____, 2000.

By: _____

Name: Antoine GANDOLFO, Member

COMSYSTEMS, L.L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Frederick Woodbridge, Jr., having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S..

DATED this _____ day of _____, 2000.

_____
Frederick Woodbridge, Jr.

FILED
00 MAY -8 AM 8: 53
SECRETARY OF STATE
TALLAHASSEE FLORIDA