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MANDEL, WEISMAN, KIRSCHNER & BRODIE, P.A.

L0000007696

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TALLAHASSEE, FLORIDA 32301
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DANIEL S. MANDEL
Ext. 223
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June 13, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-06/15/00--01103--005
****125.00 ****125.00

Re: Articles of Organization for U.S. Data Group, L.C.

Gentlemen:

Enclosed please find an original and one copy for certification of Articles of Organization for U.S. Data Group, L.C. Also enclosed please find a check in the amount of \$125.00 made payable to the Secretary of State in payment of the filing fees.

Please file the Articles and return one certified copy thereof to the undersigned at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

MANDEL, WEISMAN, KIRSCHNER & BRODIE, P.A.

Daniel S. Mandel

DSM/sb
enclosures

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2000

DANIEL S. MANDEL
2101 CORPORATE BLVD., SUITE 300
MANDEL, WEISMAN, KIRSCHNER & BRODIE
BOCA RATON, FL 33431

SUBJECT: U.S. DATA GROUP, L.C.
Ref. Number: W00000015788

We have received your document for U.S. DATA GROUP, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 400A00035196

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FLORIDA

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ARTICLES OF ORGANIZATION
OF
U.S. DATA GROUP, L.C.

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The undersigned, desiring to form a limited liability company under and pursuant to *Florida Statutes*, §608 entitled the Florida Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization for such company:

1. Name.

The name of this Company shall be U.S. DATA GROUP, L.C.

2. Duration/Continuation.

The latest date upon which this Company is to dissolve is December 31, 2040, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. Resident Agent and Office

The name and address of the initial resident agent is Steven Ross, 531 N.E. 14th Street, Boca Raton, Florida 33432.

4. Admission of Additional Members; and Terms and Conditions of Such Admissions

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

5. Right to Continue Business

The remaining members may continue the Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a Member in the Company as otherwise provided in the Operating Agreement of the Company.

6. Management of Company

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the Manager of the Company, the initial Manager being Steven Ross, or in such other manner as the Members may from time to time determine and direct, except, however, that if any Member becomes a defaulting Member for over thirty (30) days, the remaining Members shall have full power to make all decisions relating to the management, operation and sale of the Company and its assets.

7. Initial Members/Percentages

The Initial Member of the Company shall be as follows:

Steven Ross	100%
TOTAL:	100%

8. Amendment of Articles of Organization

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statutes, §608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall also be signed by the member to be added.

9. Regulations of Company

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Managing Member(s), unless otherwise vested in accordance with the Operating Agreement of the Company or as otherwise provided in the Operating Agreement. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. Informal Action of Members

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records).

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11. Contracting Debt

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company by any Member of this Company unless specifically provided by the Operating Agreement.

12. Guarantors

In the event the Company requires a guarantor for its borrowings, each Member shall guaranty the repayment of the borrowing on a pro-rata basis subject to an equal guaranty of contribution and indemnification by the other Members.

13. Transferability of Member's Interest

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled. The certificates of membership interest of the Company which shall be issued to the Initial Members, and to all subsequent Members shall bear the following endorsement:

"The units of membership interests represented by the within certificate are subject to all the terms and restrictions of an agreement dated the 29th day of March, 2000, and the Operating Agreement of the Company dated the 29th day of March, 2000, copies of which are on file at the office of the Company."

14. Withdrawal or Reduction of Member's Contributions to Capital.

A. A Member shall not receive out of the Company property any part of its contribution to capital until:

(1) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them,

(2) the consent of all Members is had, unless the return of the contributions to capital, may be rightfully demanded,

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(3) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the Company.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals this 5th day of April, 2000.

Signed, sealed and delivered in the presence of:

Richard Scarantino
Richard Scarantino

Steven Ross
Steven Ross, Member

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent

Steven Ross
Steven Ross

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, this 5th day of April, 2000, STEVEN ROSS personally appeared before me who, upon first being duly sworn, did state and depose that he executed the foregoing for the purposes therein expressed; and he is personally known to me.

Melodye K. Martin
NOTARY PUBLIC

My commission expires: 10/10/2003



Melodye K. Martin
Commission # 00 878115
Expires Oct. 10, 2003
Bonded Thru
Atlantic Bonding Co., Inc.