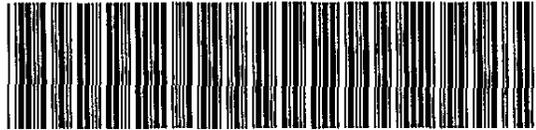


L04000054016



200039174482

***125.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

04 JUL 20 PM 3:26
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS

8p

EFFECTIVE DATE
7/19/04

SAMUEL L. LEPRELL
ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 390-2705

July 19, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

DIVISION OF CORPORATIONS
04 JUL 20 PM 3:26

SUBJECT: MODCAST TECHNOLOGIES, L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for:

\$125.00
Filing Fee
and Registered
Agent
Designation

Filing Fee,
Registered Agent
Designation, and
Certificate of Status

Filing Fee,
Registered Agent
Designation, and
Certified Copy

Filing Fee,
Registered Agent
Designation,
Certified Copy, and
Certificate of Status

Sincerely,



Samuel L. LePrell

SLL:cdw
Enclosure

C:\wpdocs\Murphy Robert\Modcast Technologies\Dept State Ltr 071904.wpd

**ARTICLES OF ORGANIZATION
OF
MODCAST TECHNOLOGIES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **MODCAST TECHNOLOGIES, L.L.C.** (the "Company").

ARTICLE II - PURPOSE

The Company may engage in any lawful business.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company is 1050 Riverside Avenue, Jacksonville, Florida 32204.

ARTICLE IV - DURATION

The Company shall commence its existence effective 8:00 a.m. on July 19, 2004. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Samuel L. LePrell, Suite 201, St. Mark's Place, 1930 San Marco Boulevard, Jacksonville, Florida 32207.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company \$1,000.00 in cash.

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members or as provided in the Regulations of the Company.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

Except as set forth in the Regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her or its interest in the Company as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her or its interest approve of the proposed transfer by written consent.

DIVISION OF CORPORATIONS
04 JUL 26 3:26 PM

EFFECTIVE DATE
7/19/04

ARTICLE IX -MEMBER'S RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the unanimous vote of the remaining members.

ARTICLE X - MANAGEMENT

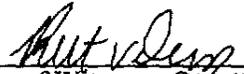
The Company shall be managed by its Members in accordance with the Regulations and the Member Control Agreement, if any, and the Regulations adopted by the members for the management of the business and affairs of the Company. The Member Control Agreement and the Regulations may contain any provisions for the operation, operation, regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and address of the members of the Company are:

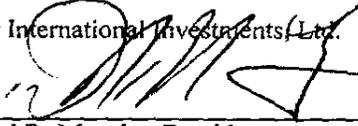
| <u>NAME</u> | <u>ADDRESS</u> |
|--|--|
| Aegir International Investments, Ltd., a Marshall Islands corporation | 1050 Riverside Avenue Jacksonville, Florida 32204 |
| Robert L. Murphy | 437 Treaty Oak Lane St. Augustine, Florida 32092 |
| L. Joe Scallan | 6 North Gate Drive Ponte Vedra Beach, Florida 32082 |
| Bruce A. Smathers | 1050 Riverside Avenue Jacksonville, Florida 32204 |
| Ray A. Mantle | 1050 Riverside Avenue Jacksonville, Florida 32204 |
| Samuel L. LePrel | 1930 San Marco Blvd., Suite 201 Jacksonville, Florida 32207 |
| Concept Development International, Inc., a Florida corporation | 9954 Moorings Drive Jacksonville, Florida 32257 |

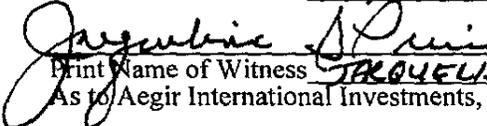
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, on July 9, 2004.

Witnesses:

Aegir International Investments, Ltd.


Print Name of Witness ROBERT V. DUSS

By: 
Daniel R. Murphy, President,


Print Name of Witness JACQUELINE SPRUCE
As to Aegir International Investments, Ltd.

Patricia S. Murphy
Print Name of Witness PATRICIA S. MURPHY
Donald W. Pappas
Print Name of Witness DONALD W. PAPPAS
As to Robert L. Murphy

Robert L. Murphy
Robert L. Murphy

Michael Simpson
Print Name of Witness MICHAEL SIMPSON
Jaqueline Spruce
Print Name of Witness JACQUELINE SPRUCE
As to L. Joe Scallan

L. Joe Scallan
L. Joe Scallan

Robert V. Duss
Print Name of Witness ROBERT V. DUSS

Bruce A. Smathers
Bruce A. Smathers

Jaqueline Spruce
Print Name of Witness JACQUELINE SPRUCE
As to Bruce A. Smathers

Michael Simpson
Print Name of Witness MICHAEL SIMPSON

Ray A. Mantle
Ray A. Mantle

Jaqueline Spruce
Print Name of Witness JACQUELINE SPRUCE
As to Ray A. Mantle

Michael Simpson
Print Name of Witness MICHAEL SIMPSON

Samuel L. LePrell
Samuel L. LePrell

Jaqueline Spruce
Print Name of Witness JACQUELINE SPRUCE
As to Samuel L. LePrell

Patricia S. Murphy
Print Name of Witness PATRICIA S. MURPHY
Donald W. Pappas
Print Name of Witness DONALD W. PAPPAS
As to Concept Development International, Inc.

CONCEPT DEVELOPMENT INTERNATIONAL, INC.

By: Leane M. Ross
Leane M. Ross, President

04 JUL 1971
REGISTRAR OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of July, 2004, by DANIEL R. MURPHY, as President of Aegir International Investments, Ltd., a Marshall Islands corporation. He is personally known to me or who has produced his Florida Driver's License as identification.



Jacqueline S. Price
MY COMMISSION # DD146657 EXPIRES
October 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Jacqueline S. Price
Notary Public, State of Florida
Name: JACQUELINE S PRICE
My Commission Expires: _____
My Commission Number is: _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of July, 2004, by ROBERT L. MURPHY. He is personally known to me or who has produced his Florida Driver's License as identification.



Joelle T. Baptist
My Commission DD274560
Expires December 14, 2007

Joelle Baptist
Notary Public, State of Florida
Name: JOELLE BAPTIST
My Commission Expires: _____
My Commission Number is: _____

04 JUL 2004 PM 3:21
OFFICE OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of July, 2004, by L. JOE SCALLAN. He is personally known to me or who has produced his Florida Driver's License as identification.



Jacqueline S. Price
MY COMMISSION # DD146657 EXPIRES
October 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Jacqueline S. Price
Notary Public, State of Florida
Name: JACQUELINE S PRICE
My Commission Expires: _____
My Commission Number is: _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of July, 2004, by BRUCE A. SMATHERS. He is personally known to me or who has produced his Florida Driver's License as identification.



Jacqueline S. Price
MY COMMISSION # DD146657 EXPIRES
October 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Jacqueline S. Price
Notary Public, State of Florida
Name: JACQUELINE S PRICE
My Commission Expires: _____
My Commission Number is: _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of July, 2004, by RAY A. MANTLE. He is personally known to me or who has produced his Florida Driver's License as identification.



Jacqueline S. Price
MY COMMISSION # DD146657 EXPIRES
October 26, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

Jacqueline S. Price
Notary Public, State of Florida
Name: JACQUELINE PRICE
My Commission Expires: _____
My Commission Number is: _____

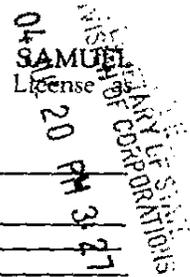
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of July, 2004, by L. LePRELL. He is personally known to me or who has produced his Florida Driver's License as identification.



Joelle T. Baptist
My Commission DD274560
Expires December 14, 2007

Joelle Baptist
Notary Public, State of Florida
Name: Joelle Baptist
My Commission Expires: _____
My Commission Number is: _____



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of July, 2004, by LEANE M. ROSS, as President of Concept Development International, Inc. She is personally known to me or who has produced his Florida Driver's License as identification.



Joelle T. Baptist
My Commission DD274560
Expires December 14, 2007

Joelle Baptist
Notary Public, State of Florida
Name: Joelle Baptist
My Commission Expires: _____
My Commission Number is: _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, **MODCAST TECHNOLOGIES, L.L.C.**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is:

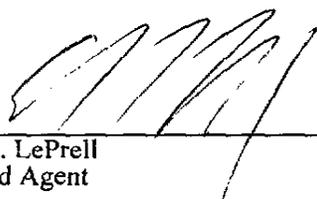
MODCAST TECHNOLOGIES, L.L.C.

2. The name and address of the registered agent in Florida is:

Samuel L. LePrell
Attorney and Counselor at Law
1930 San Marco Boulevard
Suite 201, St. Mark's Place
Jacksonville, Florida 32207

The undersigned, being the person named in the articles of organization of **MODCAST TECHNOLOGIES, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees 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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.

04 JUL 20 3:22 PM '04
DIVISION OF CORPORATIONS
STATE OF FLORIDA



Samuel L. LePrell
Registered Agent

Dated: July 19, 2004