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ADDITIONAL OFFICE
SUITE 201 * KEY BISCAYNE GALLERIA
388 CRANDON BOULEVARD
KEY BISCAYNE, FLORIDA 33149
TELEPHONE (305) 388-0800

PLEASE REPLY TO:
CORAL GABLES OFFICE

December 4, 1996

SENT VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

10002021151--1
-12/05/96--01073--001
****337.50 ****337.50

Re: GALILEO BUSINESS SOFTWARE, L.C.

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing a check in the sum of \$285.00 which represents the following fees:

Filing Fee	\$285.00
Certified Copy	\$ 52.50
TOTAL	\$337.50

FILED
96 DEC -5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

OTERO, MULLIN & TOMLIN, P.A.

By: J. Otero
Jorge E. Otero, Esq.

JEO/ng

Enclosures

corp\state.LC

PK
12/5/96

ARTICLES OF ORGANIZATION
OF
GALILEO BUSINESS SOFTWARE, L.C.

FILED
96 DEC -5 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **GALILEO BUSINESS SOFTWARE, L.C.** (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 800 Douglas Road, Suite 550, Coral Gables, Florida 33134.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Jorge E. Otero, Esq., 75 Valencia Ave., Fourth Floor, Coral Gables, Florida 33134.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, 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 the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

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 consent of all the remaining members, provided there are at least two remaining members.

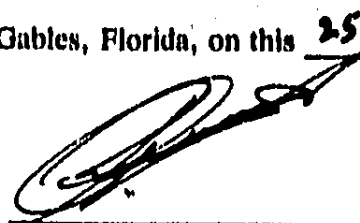
ARTICLE IX - MANAGEMENT

The company shall be managed by Ramon Caudet, its manager, who is to serve as such until the first annual meeting of members or until his successor is elected and qualifies. The company shall also be managed the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the manager and members of the company are

NAME	ADDRESS
Ramon Caudet, Manager and member	800 Douglas Road, Suite 550 Coral Gables, FL 33134
Maria Lorena Sedo, member	800 Douglas Road, Suite 550 Coral Gables, FL 33134
Francisco Quintero, member	800 Douglas Road, Suite 550 Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed

these articles of incorporation at Coral Gables, Florida, on this 25 day of November, 1996.




Ramon Caudet

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

On this 25 day of November, 1996, before me personally appeared RAMON CAUDET, the manager of Galileo Business Software, L.C., a Florida Limited Liability Company to be formed, to me known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.



Notary Public
State of Florida at Large

My commission expires:

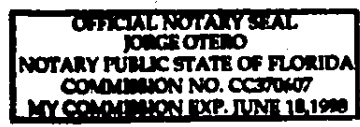


EXHIBIT "A"

**Amount Contributed (or agreed to be contributed)
and Agreed Value of Property Other Than Cash**

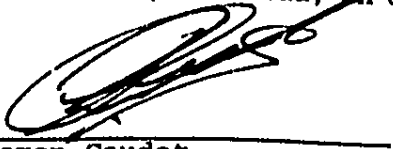
<u>Members</u>	<u>Cash</u>	<u>Property</u>	<u>Total</u>
Ramon Caudet		\$85,000.00	\$ 85,000.00
Francisco Quintero	\$50,000.00		\$ 50,000.00
Maria Lorena Sedo		\$15,000.00	\$ 15,000.00
Total			<u>\$150,000.00</u>

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Galileo Business Software, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$50,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$100,000.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$150,000.00. This total includes amounts from 2 and 3 above.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed this affidavit at Coral Gables, Florida, on this 25th day of November, 1996.



Ramon Caudet

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

On this 25 day of November, 1996, before me personally appeared RAMON CAUDET, the manager of Galileo Business Software, L.C., a Florida Limited Liability Company to be formed, to me known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.



Notary Public
State of Florida at Large

My commission expires:



EXHIBIT

Members

Property Description

Ramon Caudet

Ana Caudet

Francisco Caudet

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Galileo Business Software, 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 accept the obligations of the position of the registered agent.



Jorge E. Otero, Esq.
Registered Agent

FILED
56 DEC -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA