

MAY-14-1998 11:25

GUNSTER YOAKLEY

P.03/09

5/11/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:22 PM

((H98000008866 9))

TO, DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM, GUNSTER YOAKLEY ET AL (FT LAUDERDALE)
CONTACT, MARY BLACKFORD CHERRY
PHONE, (561)650-0728

ACCT#: 076117000420

FAX #: (954)523-1722

NAME: INTERACTIVE SOFTWARE SYSTEMS, L.C.

AUDIT NUMBER.....H98000008866

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$285.00

NOTE, PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET, TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAY 14 PM 1:07

FILED

MAY-14-1998 11:24

L98000000608

GUNSTER YOAKLEY

P.01/09

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW
BROWARD FINANCIAL CENTRE BUILDING, SUITE 1400
500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33394-3002
P.O. BOX 14636
FORT LAUDERDALE, FLORIDA 33302-4636

TELEPHONE (954) 462-2000
TELECOPY (954) 523-1722

OTHER OFFICES IN:
MIAMI, FL (305) 376-6000
WEST PALM BEACH, FL (561) 655-1980
PALM BEACH, FL (561) 655-1980
STUART, FL (561) 288-1980
TALLAHASSEE, FL (850) 222-6660
VERO BEACH, FL (561) 234-1040

FAX TRANSMITTAL FORM

DATE: May 14, 1998

TO: Cathy A. Mitchell, Corporate Specialist
FIRM: Florida Department of State
CITY, STATE:
FAX #: (850) 922-4000
PHONE #:

CM

FROM: Michelle L. Raab, CLA
Legal Assistant

14

PHONE #: (954) 468-1355

ORIGINAL FOLLOWS: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE).....
PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED

9

MESSAGE:

RECEIVED
98 MAY 14 AM 11:43
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 MAY 14 PM 1:07
FILED

CONFIDENTIALITY NOTE:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS LEGALLY PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU RECEIVE THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE (COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE LISTED ADDRESS VIA THE U.S. POSTAL SERVICE. WE WILL REIMBURSE YOU FOR POSTAGE AND/OR TELEPHONE EXPENSES INVOLVED. THANK YOU.

CLIENT/MATTER#: 17808.09000



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1998

JOSEPH EMAS, ESQ.
GUNSTER YOAKLEY ET AL
FT. LAUDERDALE, FL

SUBJECT: INTERACTIVE SOFTWARE SYSTEMS, L.C.
REF: W98000010712

FILED
98 MAY 14 PM 1:07
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H98000008866
Letter Number: 598A00026136

*Make changes
to the
affidavit
and
return it.*

**ARTICLES OF ORGANIZATION
OF
INTERACTIVE SOFTWARE SYSTEMS, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer of **Interactive Software Systems, L.C.**, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is **INTERACTIVE SOFTWARE SYSTEMS, L.C.**

**ARTICLE II
ADDRESS**

The mailing and street address of the principal office of the Company shall be **4500 North State Road 7, Suite 302, Fort Lauderdale, FL 33319.**

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be **2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131**, and the name of the registered agent for the Company at that address shall be **Valdes-Fauli Corporate Services, Inc.**

**ARTICLE IV
DURATION**

The Company shall become effective upon the filing of these Articles of Organization and shall continue until **December 31, 2048**, as provided in the Company's Operating Agreement (the "Operating Agreement").

198000008866 9
Joseph Emas, Esq.
Florida Bar No.: 0004952
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
500 E. Broward Blvd., Suite 1400
Fort Lauderdale, FL 33394
(954) 462-2000

FILED
09 MAY 14 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized for the purpose of transacting any or all lawful business, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE VI
MANAGEMENT**

(a) The business of the Company shall be managed by a Board of Managers or Directors (the "Board of Directors") elected by the Members in accordance with the Operating Agreement. In all matters upon which Members vote, they shall vote in accordance to their percentage of share ownership evidenced by Membership Units or Shares ("Shares") as provided in the Operating Agreement. The initial Members of the Company, are as follows:

Interactive Response Technologies, Inc.
Michael Orlove, Chairman
4500 North State Road 7
3rd Floor
Ft. Lauderdale, Florida 33319

Harry and Maria Peisach, as joint tenants by the entirety
8251 Old Cutler Road
Coral Gables, FL 33143

Gustavo and Gretchen Agusti, as joint tenants by the entirety
19011 Deer Run Blvd
Loxahatchee, FL 33470

FILED
98 MAY 14 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(b) The initial Board of Directors (managers) of the Company shall be:

Michael Orlove
4500 N. State Road 7
3rd Floor
Ft. Lauderdale, FL 33319

Bernard Feldman
804 St. Andrews Road
Hollywood, FL 33021

Harry Peisach
8251 Old Cutler Road
Coral Gables, FL 33143

Howard Glass
4500 N. State Road 7
3rd Floor
Ft. Lauderdale, FL 33319

(c) The number of members of the Board of Directors may be increased or diminished from time to time by the Members in accordance with the Operating Agreement or may be eliminated in accordance with the provisions of the Act.

ARTICLE VII
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Operating Agreement.

ARTICLE VIII
INDEMNIFICATION

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a member, director or officer of this company, or is or was serving at the request of this company as a director, officer, employee or agent, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as a member, officer, director, employee or agent of this company and such breach constitutes:

- (1) a violation of criminal law, unless the member, director, officer, employee or agent had reasonable cause to believe such conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the member, director, officer, employee or agent derived an improper personal benefit, either directly to indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

FILED
MAY 14 11:08
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

A judgment or other final adjudication against a member, director, officer, employee or agent of this company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he has reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

ARTICLE IX
MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company's business shall continue notwithstanding 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.

ARTICLE X
AMENDMENT

These Articles of Organization may be amended by a vote of the Members who own at least eighty percent (80 %) of the Shares.

IN WITNESS WHEREOF, the undersigned Member is authorized to execute these Articles as of the 24 day of April, 1998 on behalf of all of the Members.

Interactive Response Technologies, Inc.,
a Florida corporation

By: Howard Glass
Howard Glass, President

FILED
MAY 14, PM 1:08
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24 day of April, 1998 by HOWARD GLASS, PRESIDENT of Interactive Response Technologies, Inc., a Florida corporation, as Member of Interactive Software Systems, L.C., and who is personally known to me or has produced _____, as identification.



Sandra Gobbo
NOTARY PUBLIC
Print Name Sandra Gobbo
My Commission Expires:

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in these Articles of Organization, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: [Signature]
Michael G. Platner, Vice President

Dated: May 5, 1998

80117.3

FILED
98 MAY 14 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
) : SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared Howard Glass, as President of Interactive Response Technologies, Inc., a Florida corporation, Member of Interactive Software Systems, L.C. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of Interactive Response Technologies, Inc., a Florida corporation (the "IRT").
2. IRT is a Member of a Limited Liability Company to be formed under the Florida Limited Liability Company Act under the name INTERACTIVE SOFTWARE SYSTEMS, L.C. (the "Company").
3. The Company has at least two Members.
4. The total amount of cash contributed by the Members is \$200,000. If any, a description and the agreed value of property other than cash contributed by the Members is \$00 (not applicable). The total amount of cash or property other than cash anticipated to be contributed by the Members is \$200,000.
5. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

Howard Glass

The foregoing instrument was acknowledged before me this 13 day of May, 1998 by Howard Glass who is personally known to me or has produced _____ as identification.

Sandra Gobbo
Print Name: SANDRA GOBBO
NOTARY PUBLIC
State of Florida

My Commission Expires:

#01173

