

# L98000002013

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From: Account Name : COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P.A.  
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**LIMITED LIABILITY COMPANY**  
**NETCALL 1, L.L.C.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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ARTICLES OF ORGANIZATION  
OF  
NETCALL 1, L.L.C.

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of NetCall 1, L.L.C. (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: NetCall 1, L.L.C.

ARTICLE TWO

DURATION

The duration of the Company will be perpetual.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is 2999 N.E. 191<sup>st</sup> Street, Suite 406, North Miami Beach, Florida 33180.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19<sup>th</sup> Floor, Miami, Florida 33133.

Prepared by:  
James P. Moskosky  
Florida Bar No. 727008  
2601 South Bayshore Drive, 19<sup>th</sup> Floor  
Miami, Florida 33133  
(305) 854-5900

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ARTICLE FIVE

MANAGEMENT

The Company will be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the regulations of the Company, are as follows:

David Stone	2999 N.E. 191 <sup>st</sup> Street, Suite 406 North Miami Beach, Florida 33180
Harry Gorlovezky	2999 N.E. 191 <sup>st</sup> Street, Suite 406 North Miami Beach, Florida 33180

ARTICLE SIX

ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's regulations.

ARTICLE SEVEN

MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon 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 of the Company.

ARTICLE EIGHT

INDEMNIFICATION

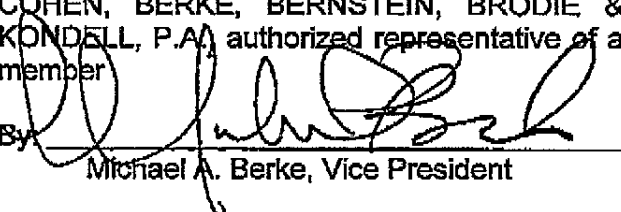
To the fullest extent permitted by law, the Company shall indemnify any person or entity who was or is a party to any proceeding by reason of the fact that he/she/it is or was a manager, officer, member or authorized representative of a member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee, authorized representative of a member or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise

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against liability incurred in connection with such proceeding, including the appeal thereof, if he/she/it acted in good faith and in a manner he/she/it reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/its conduct was unlawful. The Company shall reimburse each person and entity for all costs and expenses, including attorneys' fees, reasonably incurred by him/her/it in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person or entity under the foregoing provision shall not exclude any other right to which he/she/it may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person or entity in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned authorized representative of a member of the Company as of September 28, 1998.

COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P.A. authorized representative of a member  
By:   
Michael A. Berke, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for NetCall 1, L.L.C. in the foregoing Articles of Organization, I, on behalf of Cober Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

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COBER CORPORATE AGENTS, INC., a Florida corporation

By:   
Title: Treasurer

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned, being an authorized representative of a member of NetCall 1, L.L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. The Company has at least one (1) member.
2. The total amount of cash contributed to the Company by the members of the Company is \$10,000.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is \$-0-.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in 2 and 3 above, is \$10,000.

COHEN, BERKE, BERNSTEIN, BRODIE &  
KONDELL, P.A., authorized representative of a  
member

By: 

Michael A. Berke, Vice President

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