

L99000002868

Law Office of Daniel T. White, Esquire

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May 5, 1999

Via Federal Express

Registration Section, Division of Corporations
State of Florida
409 E. Gaines St.
Tallahassee, FL 32399
tele: (850)487-6051

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Re: InScope, L.L.C.

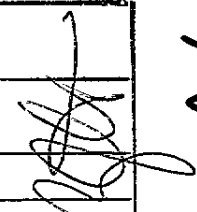
To whom it may concern:

In connection with filing Articles of Organization for and on behalf of the above-referenced limited liability company, I have enclosed one original copy and one photocopy (except for the check) for each of the following:

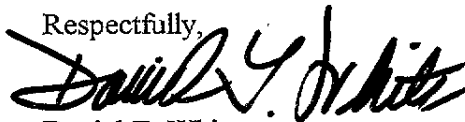
- Articles of Organization.
- Certificate of Registered Agent.
- Supplemental Affidavit of Membership and Contributions.
- Check payable to "Florida Department of State" in the amount of \$337.50 as payment for the following: Filing Fee for Articles of Organization and Affidavit (\$250); Designation of Registered Agent (\$35); and Certified copy (\$52.50).

Please send me a certified copy of the Articles of Organization as soon as possible. Should you have any questions, please contact me at the telephone numbers listed above. Thanks

Encl.

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Respectfully,


Daniel T. White

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 18 AM 9:14

ARTICLES OF ORGANIZATION

of

InScope, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 18 AM 9:14

Article I: Name

The name of this limited liability company shall be InScope, L.L.C. (the "Company").

Article II: Mailing and Street Address

The Company's mailing and street address shall be 7290 S.W. 42nd Street, Miami, Florida 33155.

Article III: Initial Registered Office and Agent

The initial registered office of the Company is 1304 N.W. 98th Terrace, Gainesville, FL 32606. The Company's initial registered agent at that address shall be Daniel T. White, Esquire.

Article IV: Duration

The Company shall have perpetual existence.

Article V: Purpose and Powers

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company choose to engage in business activities.

Article VI: Management by Members

The management of the Company shall be reserved to its members, as further provided in the Company's Operating Agreement. The initial managing member of the Company shall be Syntheon, L.L.C., whose address is 7290 S.W. 42nd Street, Miami, Florida 33155, and who shall continue to serve as the Company's sole managing member in accordance with the Company's

operating agreement until such time as its successor(s) is(/are) duly qualified and elected.

To the full extent permitted by the Florida Limited Liability Act, as amended (the "Act"), all members shall be released from liability for damages and other monetary relief on account of any act, omission, or conduct in the member's managerial capacity.

Article VII: Admission of New Members

The Company may admit new members through a unanimous affirmative vote or unanimous written consent of a majority of all of the Company's members entitled to vote thereon, or in accordance with any other manner set forth in the Company's Operating Agreement.

Article VIII: Amendment of Articles of Organization

Except as may be otherwise provided under the Act, these Articles of Organization may be amended only through a unanimous affirmative vote or unanimous written consent of all of the Company's members entitled to vote on such matters.

Article IX: Members Rights to Continue Business

The remaining members of the limited liability company shall have the right (regardless of whether any such member's voting rights would otherwise be limited or denied with respect to this matter under the Company's Operating Agreement), upon the affirmative vote or written consent of at least two-thirds of the number of all remaining members, to continue the Company's business 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. For purposes of this Article IX, each remaining member shall be entitled to cast one (1) vote on such matter.

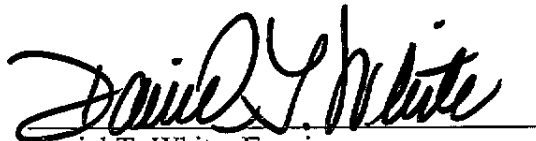
Article X: Relationship of Articles of Organization to Operating Agreement

If a provision of these Articles of Organization differs from or conflicts with a provision of the Company's Operating Agreement, then, to the extent allowed by law, the provision set forth in Articles of Organization shall govern.

Article XI: Organizer

The organizer of the Company, a natural person being at least eighteen (18) years old, and the attorney-in-fact appointed by the initial member of this Company to prepare, execute and deliver any and all documents necessary to duly organize this Company under the Act, is Daniel T. White, Esquire, 1304 N.W. 98th Terrace, Gainesville, FL 32606.

Executed this 5th day of May, 1999.


Daniel T. White, Esquire
Organizer

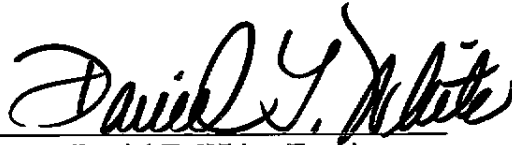
Certificate of Registered Agent

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, InScope, L.L.C., a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered agent: Daniel T. White, Esquire.

Registered office: 1304 N.W. 98th Terrace, Gainesville, Florida 32606.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.

A handwritten signature in black ink, appearing to read "Daniel T. White", written over a horizontal line.

Name: Daniel T. White, Esquire

Dated: May 5, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

for

InScope, L.L.C.

The undersigned, as attorney-in-fact for the initial member of Inscope, L.L.C., limited liability company organized under the laws of the State of Florida (the "Company"), hereby executes this supplemental affidavit filed pursuant to Section 608.407, Florida Statutes, and certifies as follows:

- 1.) The Company has at least one member;
- 2.) The total amount of cash contributed by the members is \$1,000;
- 3.) The agreed upon value of property other than cash contributed by the members to date is \$0.
- 4.) The total amount of additional cash to be contributed by the members in the future is anticipated to be no more than \$100,000.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit by the undersigned constitutes an affirmation under the penalties of perjury that the facts state herein are true.

Executed this 5th day of May, 1999.

A handwritten signature in black ink, appearing to read "Daniel I. White", is written over a horizontal line.

Daniel I. White, Esquire
Attorney-in-Fact for the initial member