

R2 Internet Ventures, LLC

2121 Ponce de Leon Blvd. Suite 1220

Coral Gables, FL 33134

Voice 305-432-2800 Fax 305-432-2800

R²

L 17000004850

December 22, 1999

Secretary of State of Florida
Division of Corporations
Limited Liability Company Section
P.O. Box 6327
Tallahassee, FL 32399

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*****25.00 *****25.00

Dear Sirs:

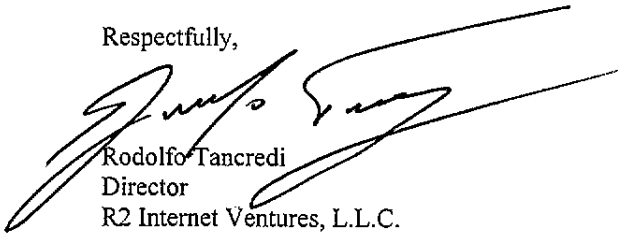
Please find enclosed a duly executed original of the Second Amended and Restated Articles of Organization of R2 Internet Ventures, L.L.C. We are sending this document so that it can be properly filed and accounted for in your division.

To this effect we are also enclosing a check in the amount to twenty-five Dollars (\$25.00), made out to the Secretary of State, Division of Corporations.

We appreciate your cooperation in this matter and would appreciate that any correspondence be sent to 2121 Ponce de Leon Blvd. Suite 1220, Coral Gables, FL 33134, to my attention.

Without anything further to add save thanking you in advance, we remain.

Respectfully,


Rodolfo Tancredi
Director
R2 Internet Ventures, L.L.C.

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Enclosures:

- Original Second Amended and Restated Articles of Organization;
- Check in the amount of \$25.00.

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Name	R-1-6
Availability	
Director	OR
Executive	
Secretary	OR
Under Secretary	
Vice President	OR
Acknowledgment	
W. P. Vetter	OR

**SECOND
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
R2 INTERNET VENTURES, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 and Section 608.411, of the Florida Statutes, hereby adopt the following Second Amended and Restated Articles of Organization. The original Articles of Organization were filed on August 6, 1999 for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, and the Amended and Restated Articles of Organization are being filed in conjunction herewith. This Second Amended and Restated Articles of Organization has been duly executed and is being filed in accordance with Section 608.411 of the Florida Statutes. The following Second Amended and Restated Articles of Organization hereby substitute the original Articles of Organization and the Amended and Restated Articles of Organization in their entirety.

ARTICLE I -- NAME

The name of the limited liability company shall be R2 INTERNET VENTURES L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 2121 Ponce De Leon Blvd. Suite 1220, Coral Gables, Florida 33134.

ARTICLE III -- DURATION

The Company commenced its existence on the date the original articles of organization were filed by the Florida Department of State. The Company's existence shall terminate not later than 2030 A.D., 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 J. Luis Quintana at 338 Minorca Avenue, 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."

**PAGE TWO SECOND AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF R2 INTERNET VENTURES, L.L.C.**

ARTICLE VI - PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not

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CORP. DIVISION

be inconsistent with the laws of the State of Florida.

**PAGE THREE SECOND AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF R2 INTERNET VENTURES, L.L.C.**

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
8. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE VII - PROFITS AND LOSSES

Each member shall have an interest in the assets, gains, income, profits, and losses and deductions of the Company (inclusive of all distributions on liquidation) (the "Membership Interest") in the proportions and percentages set forth in the Operating Agreement, which interest shall be subject to the conditions and limitations set forth in the Operating Agreement.

ARTICLE VIII -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company as required and in accordance with the regulations of the Company ("Operating Agreement").

ARTICLE IX -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except in accordance with the Operating Agreement of the Company. A member may transfer his or her interest in the Company ("Membership Interest") only as permitted by and in accordance with the Operating Agreement of the Company. In the event of a transfer by a member of his or her Membership Interest in the Company, the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer in accordance with the Operating Agreement. All transfers (voluntary or involuntary) of Membership Interest shall be subject to the conditions and restrictions set forth in the Operating Agreement.

ARTICLE X -- 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 a majority in interest of the members (not counting the interest of the member causing the dissolution) within 30 calendar days, and the members take such other action as required by the Operating Agreement.

ARTICLE XI – MANAGEMENT

The Company shall be managed by the Operating Manager by and through a board of five managers in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. Notwithstanding the foregoing, however, the Operating Agreement may provide for specific matters (including but not limited to, management, operational, and policy related functions and decisions) that would require the decision and consent of some or all of the members. The Operating Agreement 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 name and address of the initial Operating Manager of the Company signing these Articles is Rafael Urbina Quintero at 197 Leucadendra Drive, Coral Gables, Florida 33156.

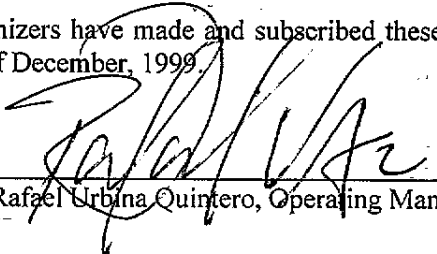
ARTICLE XII - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the Operating Agreement of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Operating Agreement of the Company.

ARTICLE XIII – AMENDMENT

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, certifies that all of the members of the Company have consented and agreed to the filing of this Second Amended and Restated Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these amended articles of organization in Miami, Florida, on this 6th day of December, 1999.


Rafael Urbina Quintero, Operating Manager

STATE OF FLORIDA)

COUNTY OF DADE)

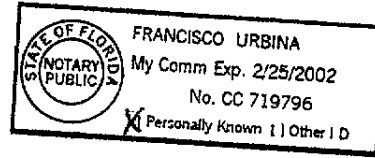
ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Rafael Urbina Quintero known to me and known by me to be the person(s), who, as Operating Manager, executed the foregoing Second Amended and Restated Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of December, 1999.


NOTARY PUBLIC, State of Florida

Printed Name of Notary Public
My Commission Expires: 2/25/2002



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CLERK OF COURT
JAN 25 2002
CLERK OF COURT

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of R2 INTERNET VENTURES 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 accept the obligations of the position of registered agent

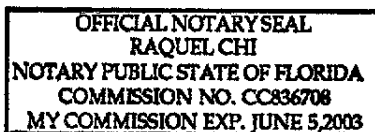



J. Luis Quintana
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared J. Luis Quintana known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of December, 1999.





NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

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DEC 20 PM 5:00
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA