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OF COUNSEL
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March 30, 1999

*ALSO ADMITTED IN IOWA

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Genesis Technology Partners, LLC

Dear Sir or Madam:

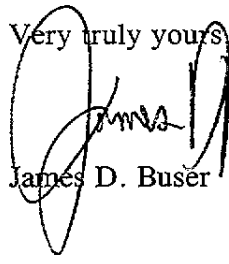
I am forwarding for filing an original and one duplicate copy of the following documents:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with certificate of existence from the State of Nebraska, dated March 18, 1999;
2. Affidavit of Membership and Contribution of Foreign Limited Liability Company; and
3. Certificate of Designation of Registered Agent/Registered Office.

Please return the duplicate copy to our office stamped with the date of filing.

We are also enclosing our firm check made payable to the Florida Department of State in the amount of \$293.75 for filing fee, designation of Registered Agent, and Certificate of Status.

Thank you for your assistance.

Very truly yours,

James D. Buser

FILED
99 MAR -5 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M99-527

Name	CE 49
Availability	
Document	
Updater	CE
Under Review	CE
Acknowledgment	CE
W. P. V. Y. R.	CE

JDB:cg

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Genesis Technology Partners, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Nebraska
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 47-0814621
(FEI number, if applicable)
4. September 4, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 10050 Regency Circle, Suite 200
Omaha, Nebraska 68114
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Sandy D. Morford</u>	<u>President</u>	_____	_____
<u>7613 Ponce Avenue</u>	<u>MGRM</u>	_____	_____
<u>West Hills, CA 92821 91304</u>		_____	_____
<u>Haresh S. Satiani</u>	<u>Executive Vice President</u>	_____	_____
<u>155 Brookside Lane</u>	<u>and Secretary</u>	_____	_____
<u>Brea, CA 92821</u>	<u>MGRM</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

99 APR -5 PM 5: 00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Genesis Technology
Partners, LLC certifies:

- 1) the above named limited liability company has at least one member;

- 2) the total amount of cash contributed by the member(s) is \$ 600,000 ;

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(A description of the property is attached and made a part hereto.)
and

- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 600,000 .
(This total includes amounts from 2 and 3 above.)

Sandy D. Morford

Signature of a member or an authorized representative of a member.

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

Sandy D. Morford

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Genesis Technology Partners, LLC

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

PLANTATION

FL

33324

City/State/Zip

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99 APR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Anne E Diamond

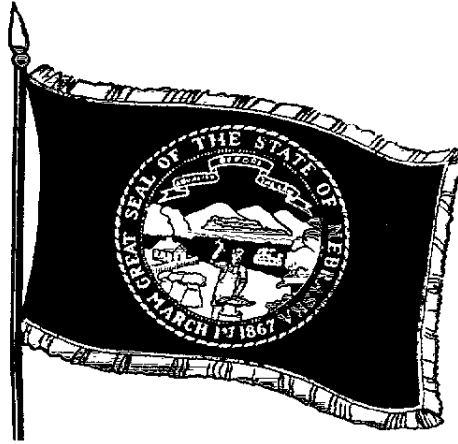
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF

NEBRASKA

United States of America,
State of Nebraska } ss.



Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of Nebraska do hereby certify;

GENESIS TECHNOLOGY PARTNERS, LLC

with its registered office located in OMAHA, Nebraska, filed Articles of Organization in this office on September 4, 1998.

I further certify that said limited liability company is in existence as of this date.

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on March 18, in the year of our Lord, one thousand nine hundred and ninety-nine.



A handwritten signature in cursive script that reads "Scott Moore".

SECRETARY OF STATE