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VIA FEDERAL EXPRESS

Please Reply To West Palm Beach

December 27, 1999

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Virtual Signs Company, LLC

300003082013--5
-12/28/99--01059--002
****155.00 ****155.00

Dear Sir or Madam:

On behalf of our client, enclosed find an original and a copy of Articles of Organization for the above-captioned limited liability company. Please file the original, certify the copy, and return the certified copy to us using the enclosed postage paid return envelope provided for your convenience.

PLEASE NOTE THAT THESE ARTICLES OF ORGANIZATION SPECIFY AN EFFECTIVE DATE OF DECEMBER 23, 1999. ACCORDINGLY, PLEASE PROCESS, STAMP AND FILE REFLECTING DECEMBER 23, 1999 AS THE EFFECTIVE DATE.

Enclosed is our firm's check payable to the Florida Department of State in the amount of \$155 consisting of the following fees:

Filing Fee	\$100
Designation of Registered Agent	25
Certification	30
	<u>\$ 155</u>

Also, please call our West Palm Beach office at (561) 833-3004 informing us of the date these Articles were filed. Thank you for your cooperation in this matter.

Sincerely yours,

HOWARD J. WIENER P.A.

By:

HOWARD J. WIENER, ESQUIRE

HJW/cjt
Enclosures

**ARTICLES OF ORGANIZATION
OF
VIRTUAL SIGNS COMPANY, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "VIRTUAL SIGNS COMPANY, LLC".

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company

c/o Howard J. Wiener, P.A.
625 North Flagler Drive, 9th Floor
West Palm Beach, FL 33401

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III — Registered Agent, Registered Office, & Registered Agent's Signature:

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

Howard J. Wiener, Esquire
Howard J. Wiener, P.A.
625 North Flagler Drive, 9th Floor
West Palm Beach, FL 33401

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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV — Member Classifications:

The Company shall have the following member classifications which shall have, but not be limited to, the described rights, powers and duties:

Class A Member. Each natural or jural person admitted as a Class A Member. Each Class A Member shall have the right to vote on all matters requiring a vote by the members. Each Class A Member shall have voting power in proportion to its then current percentage of the total agreed value of all Class A Member capital as stated in the records of the Company.

Class B Member. Each natural or jural person admitted as a Class B Member. No Class B Member shall have the right to vote on any matter requiring a vote by the members.

ARTICLE V — Management:

The business and affairs of the Company shall be managed under the direction of a Board of Directors which shall consist of at least one (1) natural person nor more than six (6) natural persons. Only a Class A Member or its natural legal representative is eligible to serve on said Board of Directors. The Board of Directors shall have the power, on behalf and for the purposes of the Company, to do all things necessary to accomplish the Company's lawful purposes.

The initial members of the Board of Directors shall be:

Victor A. Salas
Luis Quintero
Franco Salas C.
Fernando Cancino
Linda J. Pearce

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TALLAHASSEE, FLORIDA

Each member of the Board of Directors shall hold office until the next annual meeting of the members and until their successor is elected and qualifies.

ARTICLE VI — Voting:

An affirmative vote of two-thirds (2/3) of the total agreed value of all Class A Member capital, as stated in the records of the Company, is mandatory for the matters requiring a vote by the members.

ARTICLE VII — Certain Members' Right to Maintain Existing Proportion of Capital When New Members are Admitted:

Upon the admission of a member of any of the authorized membership classifications, each existing Class A Member shall have the right to maintain its existing proportion of the total agreed value of all capital representing authorized membership classifications and as stated in the records of the Company, and at the prices, terms and conditions that shall be fixed by the Board of Directors.

ARTICLE VIII — Member Transfer Restrictions:

The Company may, upon member approval, include in its Operating Agreement any regulatory or restrictive provisions regarding a proposed sale, assignment, transfer or other disposition of any member's interest by any member or in the event of a member's death. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate, if any, evidencing the member's interest. No member may sell, assign, transfer or otherwise dispose of its interest except to another natural or jural person that is eligible to be a member of the Company.

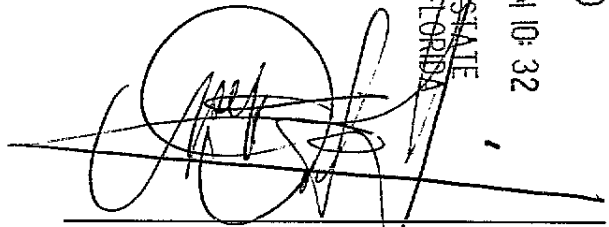
ARTICLE IX — Amendments:

These Articles of Organization may be amended; provided, however, that every amendment must be adopted by the Company's Board of Directors, and must be proposed to and approved by the members entitled to vote. Alternatively, such amendment may be made by joint unanimous written consent of the Company's Board of Directors and by the members entitled to vote.

ARTICLE X — Effective Date:

These Articles of Organization shall be effective December 23, 1999.

IN WITNESS WHEREOF, I signed these Articles of Organization and acknowledge them to be my act this 23rd day of December, 1999.



Name of Class A Member: **Victor A. Salas**

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