

LAW OFFICES OF
TERRENCE S. SCHWARTZ
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MIAMI, FLORIDA 33132

L0000000274

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December 30, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Broadband Solutions, L.L.C.


Dear Sir/Madam:

Enclosed please find a check in the amount of \$155.00 payable to the Secretary of State, which amount represents the filing fee and fee for certified copy of Articles of Organization in connection with the above-captioned limited liability company.

I have also enclosed the original and one copy of the Articles of Organization of Broadband Solutions, L.L.C. containing a certificate designating registered agent to be filed with the State of Florida, as well as an original Affidavit of Membership and Contributions. Upon completion of filing, kindly return the Certificate together with a certified copy of the Articles of Organization to the undersigned.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


LORI LOW SCHWARTZ
Paralegal

Enclosures

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****155.00 ****155.00

FILED
00 JAN -4 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-274

Name	RF-7
Address	
Department	
Ext.	
Initiator	
Mode of	
Transfer	
Acknowledgment	
M. P. Verifier	

**ARTICLES OF ORGANIZATION
OF
BROADBAND SOLUTIONS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company shall be:

BROADBAND SOLUTIONS, L.L.C. (the "company")

**ARTICLE II
ADDRESS**

The mailing and street address of the principal office of the company is:

2914 Virginia Street, Miami, Florida 33133

**ARTICLE III
DURATION**

The company shall commence its existence on the date these articles of organization are filed by Florida Department of State. The company's existence shall be perpetual 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 Terrence S. Schwartz, 141 Northeast Third Avenue, Suite 601, Miami, Florida 33132.

**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".

**ARTICLE VI
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contribution to the company only on the unanimous consent of all the members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII
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 the consent of all the remaining members.

ARTICLE IX
MANAGEMENT

The company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. 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 names and address of the members of the company are:

NAME

ADDRESS

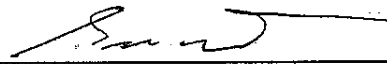
Gordon Hecht

2914 Virginia Street, Miami, Florida 33133

Sam Silverstein, Jr., Individually, and
as Trustee of the Mary S. Hamilton
Irrevocable Trust; as Trustee of the
Sam Silverstein III Irrevocable Trust; and
as Trustee of the Suzanne Rice Irrevocable
Trust

312 Union Building
Charleston, West Virginia 25301

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on this 29 day of December, 1999.



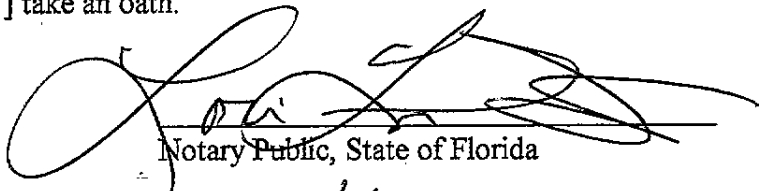
Gordon Hecht

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN - 4 PM 12:45

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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29th day of December, 1999 by Gordon Hecht, who is personally known to me [] or has produced _____ as identification and who did [] did not [] take an oath.


Notary Public, State of Florida

Print Name: LORI LOW SCHWARTZ


My Commission Expires



Lori Low Schwartz
MY COMMISSION # CC812720 EXPIRES
March 20, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

The undersigned being the person named in the Articles of Organization of Broadband Solutions, 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 duties, and is familiar with and accepts the obligations of the position of Registered Agent.

By 
TERRENCE S. SCHWARTZ
Registered Agent

20 JAN - 1:45 PM '00
CLERK OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT "A"

<u>Member</u>	<u>Initial Member Contributions</u>	<u>Initial Capital Contributions</u>	<u>Percentage</u>
Gordon Hecht	Cash	\$800.00	40%
Sam Silverstein, Jr.	Cash	\$300.00	15%
Sam Silverstein, Jr. as Trustee of the Mary S. Hamilton Irrevocable Trust U/A 12/12/97	Cash	\$300.00	15%
Sam Silverstein, Jr. as Trustee of the Sam Silverstein III Irrevocable Trust U/A 12/12/97	Cash	\$300.00	15%
Sam Silverstein, Jr. as Trustee of the Suzanne Rice Irrevocable Trust U/A 12/12/97	Cash	\$300.00	15%

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