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PERRY & SCHONE, P.A.

ATTORNEYS AT LAW

50 S.E. FOURTH AVENUE

DELRAY BEACH, FLORIDA 33483

MARK A. PERRY
LARRY T. SCHONE
KEITH D. KERN

TELEPHONE (561) 276-4146

FACSIMILE (561) 276-3859

January 11, 2000

Via Federal Express

Florida Department of State
Division of Corporations
403 E. Gaines St.
P.O. Box 6327
Tallahassee, FL 32314

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-01/12/00-01089-005
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RE: Article of Organization of Internetworks, L.L.C.

Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of each of the following:


1. Articles of Organization of Internetworks, L.L.C.;
2. Statement Designating Registered Agent and Office;
3. Two Affidavits of Membership and Contributions signed by Tom Dent and Terry Rapp.

Also enclosed is a check in the amount of \$155.00 representing \$100.00 filing fee, \$25.00 registered agent fee and \$30.00 certified copy fee.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Keith D. Kern

KDK:jlt
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF INTERNETWORKS, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be INTERNETWORKS, L.L.C. and its principal office and mailing address shall be 3150 N.W. 10th Street, Delray Beach, Florida 33445, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II.

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 limited liability company is authorized to transact, shall be as follows:

1. To engage in the business of computer sales and service, computer networks, internet business and services, and related computer products and services.
2. To engage in any activity or business authorized under the Florida Statutes.
3. 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.
4. 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.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any

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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.

6. 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.

7. 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 be inconsistent with the laws of the State of Florida.

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.

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 III.

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV.

MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve their until the first annual meeting of members or until their successors are elected and qualified are as follows:

TOM DENT 3150 NW 10th Street, Delray Beach, FL 33445

TERRY RAPP 6574 Timber Lane, Boca Raton, FL 33433

ARTICLE V.

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of *all* members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI.

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$2,000.00 cash shall be paid to the limited liability company by each of the two members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII.

PROFITS AND LOSSES

(a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

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TALLAHASSEE, FLORIDA

TOM DENT 50%

TERRY RAPP 50%

The distributive share of the profits shall be determined and paid to the members at the end of each calendar year.

(b). *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII.

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 50 S.E. 4th Avenue, City of Delray Beach, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is KEITH D. KERN, ESQ.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of INTERWORKS, L.L.C. Executed by the undersigned at 50 S.E. 4th Avenue, Delray Beach, FL 33483 on January 11, 2000.



TOM DENT



TERRY RAPP

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TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE

INTERNETWORKS, L.L.C.

STATE OF FLORIDA
COUNTY OF PALM BEACH

Pursuant to the provisions of Sections 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is INTERNETWORKS, L.L.C.

The name of the registered agent for INTERNETWORKS, L.L.C. is KEITH D. KERN, ESQ., and the street address of the company's principal office where the agent is located is 50 S.E. 4th Avenue, Delray Beach, FL 33483.

This statement is to acknowledge that, as indicated above, INTERNETWORKS, L.L.C. has appointed me, KEITH D. KERN, ESQ., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

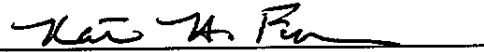
Dated the 11 day of January, 2000.



KEITH D. KERN

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CLERK OF STATE
PALM BEACH, FLORIDA

The foregoing instrument was acknowledged before me this 11 day of January, 2000 by KEITH D. KERN who is personally known to me.



Notary Public



Printed Name

My commission expires: