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January 28, 2000

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VIA FEDERAL EXPRESS  
Secretary of State of Florida  
New Filings/Limited Liability Companies  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: POWERNET ACQUISITION, L.L.C.

Ladies and Gentlemen:

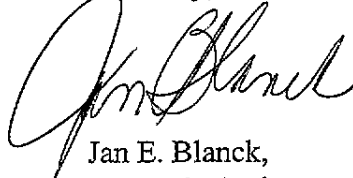
Enclosed are Articles of Organization, in duplicate, as prepared for the above-referenced proposed Florida limited liability company. Also enclosed is our check in the amount of \$155.00 in payment of filing fees and a certified copy of the Articles of Organization. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Name	Availability
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgment	DCC
Signature P. Verifier	DCC

cc: Robert C. White, Jr., Esq.

Sincerely,



Jan E. Blanck,  
Lawyer's Assistant to Robert C. White, Jr.

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**ARTICLES OF ORGANIZATION  
OF  
POWERNET ACQUISITION, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer and as a member or authorized representative of a member of **Powernet Acquisition, L.L.C.**, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I.  
NAME**

The name of this limited liability company (the "Company") is **Powernet Acquisition, L.L.C.**

**ARTICLE II.  
ADDRESS**

The mailing and street address of the principal office of the Company shall be c/o Kirkpatrick & Lockhart, LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE III.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131, and the registered agent for the Company at that address shall be Robert C. White, Jr.

**ARTICLE IV.  
DURATION**

Except as provided in the Company's Operating Agreement (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE V.  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, except as limited by the Operating Agreement, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

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**ARTICLE VI.  
MANAGEMENT**

The management of the Company is reserved to its members (the "Members").

**ARTICLE VII.  
ADMISSION OF NEW MEMBERS**

The Company may admit new Members only upon the approval of all of current Members, provided that each new Member assents to the terms of and executes the Operating Agreement.

**ARTICLE VIII.  
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

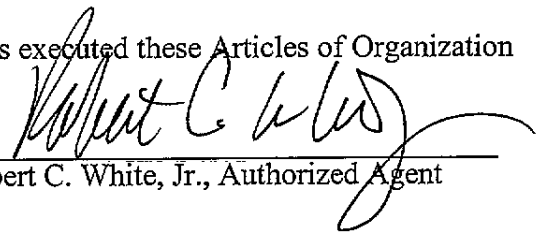
**ARTICLE IX.  
AMENDMENT OF ARTICLES OF ORGANIZATION  
AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, these Articles of Organization and the Operating Agreement may only be amended by a vote of the Members who hold at least 75% of the then-outstanding membership units of the Company.

**ARTICLE X.  
RELATIONSHIP OF ARTICLES OF ORGANIZATION  
TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization  
this 28th day of January, 2000.

  
Robert C. White, Jr., Authorized Agent

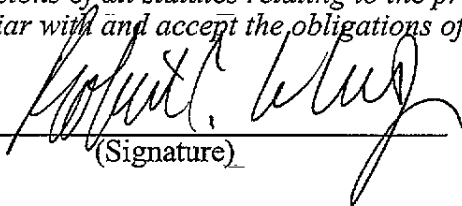
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE  
OF  
POWERNET ACQUISITION, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Powernet Acquisition, L.L.C.
2. The name and address of the registered agent and office are Robert C. White, Jr., c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131.

*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.*

  
(Signature)

1-28-00  
(Date)

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