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David J. Zappitell
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Brenda H. Rosen
Joseph P. Wagoner, P.A. of Counsel

May 8, 2000

VIA AIRBORNE EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

MJH
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Re: Infrastructure Investments, LLC
Amended Articles of Organization
EIN Number: 65-0998372

Dear Sir or Madam:

Enclosed herewith please find Amended Articles of Organization of Infrastructure Investments, LLC for filing purposes. Also enclosed is our draft in the amount of \$55.00 to pay the filing fee and the cost of a certified copy of the amended articles. Please return said copy to the office of the undersigned in the return Airborne Express envelope.

Thank you for your kind assistance, and if you have any questions or require additional information, feel free to contact the undersigned.

Very truly yours,

DAVID J. ZAPPITELL

DJZ/cg
Enclosure

RECEIVED
DIVISION OF CORPORATIONS
00 MAY 10 PM 4:48

**AMENDED ARTICLES OF ORGANIZATION OF
INFRASTRUCTURE INVESTMENTS, LLC,
a Limited Liability Company**

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME AND ADDRESS**

The name of the limited liability company shall be:
Infrastructure Investments, LLC

and its principal place of business and mailing address shall be
*5355 Town Center Road, Suite 1105
Boca Raton, Florida, 33486*

CHIEF OF STATE
DIVISION OF CORPORATIONS
00 MAY 10 PM 4:49

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity of business authorized under the Florida Statutes.

2. Specifically, to make a pro-rata private placement investment in Auspice, Inc., a North Carolina corporation.

3. To do other such things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing, including, but not limited to, executing the appropriate contracts, documents, papers, subscription agreements, or other acts to facilitate said investment and monitor the same.

4. 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 herein set forth, either along 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.

5. 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.

6. Each member, by signing below, hereby acknowledges that they have received a copy of the Auspice, Inc. stock offering disclosure notebook along with subscription agreement prior to signing hereinbelow, and prior to making a decision as to whether to become a member of this limited liability company. Furthermore, the undersigned members all understand and agree that the sole purpose of the limited liability company is to invest in Auspice, Inc., an unproven, unknown, small, private company with a high degree of risk and no liquidity.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred Thirty-Seven Thousand Five Hundred Dollars (\$537,500.00) cash shall be paid to the limited liability company by the thirteen (13) members in equal shares as stated in Exhibit "A" which is attached hereto and incorporated herein by reference. Additional contributions will be made as required for investment and administrative purposes, as determined by the manager. Members will make contributions in equal shares.

ARTICLE IV PROFITS, LOSSES AND EXPENSES

(a) Sharing of Profits. 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 an equal distributive share of the profits or to the distributive share of the profits specified in

accordance with the percentage stated in Exhibit "A".

(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, or, if such sources are insufficient to cover such losses, by the members in equal shares or in accordance with the percentage stated in Exhibit "A".

(c) Expenses. Each member shall add one-half percent to their contribution for expenses. From time to time additional contributions may be necessary for administrative and travel expenses to monitor said investment.

ARTICLE V DURATION

This limited liability company shall exist perpetually, or until dissolved in a manner provided by law.

ARTICLE VI MANAGEMENT

The limited liability company is to be managed by one manager. The name and address of the person who shall serve as such is as follows:

David J. Zappitell, 5355 Town Center Road
Suite 1105, Boca Raton, Florida, 33486.

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

(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.)

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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

David J. Zappitell, Esquire
Name
5355 Town Center Road, Suite 1105
Florida Street Address
Boca Raton, Florida 33486
City, State, and Zip

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept 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 VIII
RESTRICTIONS ON MEMBERSHIP**

A member's interest in the limited liability company may not be sold or otherwise transferred or conveyed except with unanimous written consent of all members. Prior to conveying said interest, a right of first refusal to all members of record shall first be offered in writing according to their pro-rata interest. Said members will have fifteen (15) days to afford written acceptance.

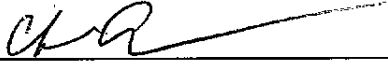
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent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

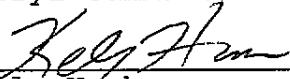
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Amended Articles of Incorporation of Infrastructure Investments, LLC.

Executed by the undersigned at Boca Raton, Palm Beach County,
Florida, on MAY 2, 2000.

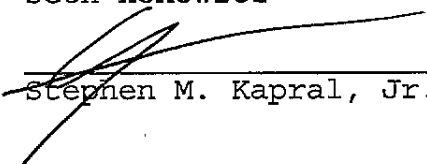
MEMBERS:

M. Albin Morariu, Trustee,
Florida Neurologic Center Age
Weighted Profit Sharing
Pension Plan


Cheryl Gunnarson


Kelly Hanks

Seth Honowitz


Stephen M. Kapral, Jr.

Corina M. Morariu

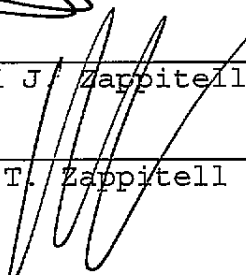
M. Albin Morariu

Stuart Morris

Gregg Shavitz

Jeanne D. Wagoner


Joseph F. Wagoner

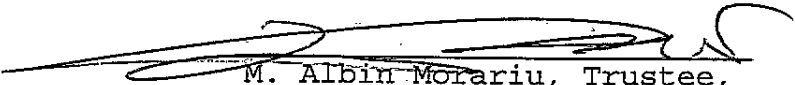

David J. Zappitell

John T. Zappitell

Executed by the undersigned at Boca Raton, Palm Beach County,
Florida, on MAY 2, 2000.

MEMBERS:


Kelly Hanks

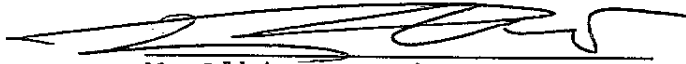

M. Albin Morariu, Trustee,
Florida Neurologic Center Age
Weighted Profit Sharing
Pension Plan

Cheryl Gunnarson

Seth Honowitz

Stephen M. Kapral, Jr.


Corina M. Morariu


M. Albin Morariu

Stuart Morris

Gregg Shavitz

Jeanne D. Wagoner

Joseph P. Wagoner

David J. Zappitell

John T. Zappitell

Executed by the undersigned at Boca Raton, Palm Beach County,
Florida, on MAY 2, 2000.

MEMBERS:

Kelly Hanks

M. Albin Morariu, Trustee,
Florida Neurologic Center Age
Weighted Profit Sharing
Pension Plan

Cheryl Gunnarson

Seth Honowitz

Stephen M. Kapral, Jr.

Corina M. Morariu

M. Albin Morariu

Stuart Morris

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Jeanne D. Wagoner

Joseph P. Wagoner

David J. Zappitell

John T. Zappitell

Executed by the undersigned at Boca Raton, Palm Beach County,
Florida, on MAY 2 , 2000.

MEMBERS:

Kelly Hanks

M. Albin Morariu, Trustee,
Florida Neurologic Center Age
Weighted Profit Sharing
Pension Plan

Cheryl Gunnarson

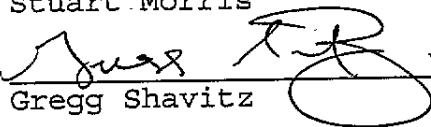
Seth Honowitz

Stephen M. Kapral, Jr.

Corina M. Morariu

M. Albin Morariu

Stuart Morris



Gregg Shavitz

Jeanne D. Wagoner

Joseph P. Wagoner

David J. Zappitell

John T. Zappitell

Executed by the undersigned at Boca Raton, Palm Beach County,
Florida, on May 1, 2000.

MEMBERS:

Kelly Hanks

M. Albin Morariu, Trustee,
Florida Neurologic Center Age
Weighted Profit Sharing
Pension Plan

Cheryl Gunnarson

Seth Honowitz

Stephen M. Kapral, Jr.

Corina M. Morariu

M. Albin Morariu

Stuart Morris

Gregg Shavitz

Jeanne D. Wagoner

Joseph P. Wagoner

David J. Zappitell

John T. Zappitell

Executed by the undersigned at Boca Raton, Palm Beach County,
Florida, on MAY 2, 2000.

MEMBERS:

Kelly Hanks

M. Albin Morariu, Trustee,
Florida Neurologic Center Age
Weighted Profit Sharing
Pension Plan

Cheryl Gunnarson

Seth Honowitz

Stephen M. Kapral, Jr.

Corina M. Morariu

M. Albin Morariu

Stuart Morris

Gregg Shavitz

Jeanne D. Wagoner
Jeanne D. Wagoner

Joseph P. Wagoner

David J. Zappitell

John T. Zappitell

Executed by the undersigned at Boca Raton, Palm Beach County,
Florida, on MAY 2, 2000.

MEMBERS:

Kelly Hanks

M. Albin Morariu, Trustee,
Florida Neurologic Center Age
Weighted Profit Sharing
Pension Plan

Cheryl Gunnarson

Seth Honowitz

Stephen M. Kapral, Jr.

Corina M. Morariu

M. Albin Morariu

Stuart Morris

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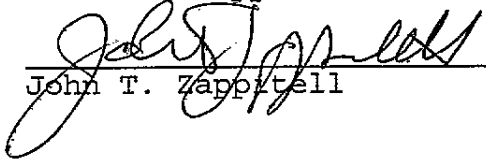

John T. Zappitell

EXHIBIT "A"
TO AMENDED ARTICLES OF ORGANIZATION OF
INFRASTRUCTURE INVESTMENTS, LLC

| <u>SHAREHOLDER</u> | <u>INVESTMENT AMOUNT</u> | <u>% OF OWNERSHIP</u> |
|--|--------------------------|-----------------------|
| Florida Neurologic Center, P.A. Age Weighted Profit Sharing Pension Plan M. Albin Morariu, M.D., Trustee 5258 Linton Boulevard Suite 101 Delray Beach, Florida 33484 | \$70,000 | 13.02 |
| Cheryl Gunnarson 6616 Thornhill Court Boca Raton, FL 33433 | \$ 7,500 | 1.40 |
| Kelly Hanks 6713 Canary Palm Circle Boca Raton, Florida 33433 | \$ 20,000 | 3.72 |
| Seth Honowitz, Esq. 6156 N.W. 74 th Ct. Parkland, Florida 33067 | \$ 5,000 | .93 |
| Stephen M. Kapral, Jr., Esq. 5355 Town Center Road Suite 1105 Boca Raton, Florida 33486 | \$ 60,000 | 11.16 |
| Corina M. Morariu 8259 Via Serena Boca Raton, Florida 33433 Delray Beach, Florida 33484 | \$ 70,000 | 13.02 |
| M. Albin Morariu, M.D. 5258 Linton Boulevard Suite 101 Delray Beach, Florida 33484 | \$ 70,000 | 13.02 |
| Stuart Morris, Esq. 175 North Military Trail Suite 175 Boca Raton, Florida 33431 | \$ 30,000 | 5.58 |
| Gregg Shavitz, Esq. 20283 State Road 7 Suite 400 Boca Raton, Florida 33498 | \$ 15,000 | 2.79 |

Exhibit "A" to
Amended Articles of Organization of
Infrastructure Investments, LLC
Page 2 of 2

| | | |
|--|-----------|-------|
| Jeanne D. Wagoner 1251 Shady Point Road Huddleston, Virginia 24104 | \$ 30,000 | 5.58 |
| Joseph P. Wagoner, Esq. 5355 Town Center Road Suite 1105 Boca Raton, Florida 33486 | \$ 20,000 | 3.72 |
| David J. Zappitell, Esq. 5355 Town Center Road Suite 1105 Boca Raton, Florida 33486 | \$100,000 | 18.61 |
| John T. Zappitell 43761 Via Antionio Sterling Heights, MI 48314 | \$ 40,000 | 7.45 |
| TOTAL CONTRIBUTION | \$537,500 | 100% |