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May 25, 2000

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AIRBORNE OVERNIGHT

FLORIDA DEPARTMENT OF STATE,
Division of Corporations
Attention: Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

MJH

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-05/26/00--01117-013
***125.00 ***125.00

SUBJECT: DIRECT WIRELESS WEB,
A LIMITED LIABILITY COMPANY

Dear Sir / Madam:

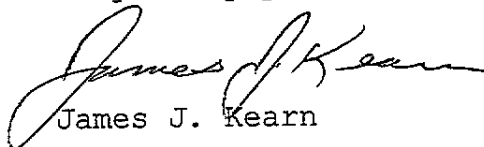
Please find enclosed the following:

1. Original Articles of Organization of Direct Wireless Web, A Limited Liability Company.
2. Duplicate copy of the Articles of Organization of Direct Wireless Web, A Limited Liability Company.
3. Check # 1132, in the amount of \$125.00 payable to the Secretary of State.

Upon acceptance and filing of the enclosed Articles, please stamp the enclosed copy as "Filed", and return the copy together with the Certificate of Organization to me at the above address.

If there are any questions or problems, please call me at the above number.

Very truly yours,


James J. Kearns

Enclosures
JJK/rhb

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF
DIRECT WIRELESS WEB,
A LIMITED LIABILITY COMPANY**

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be DIRECT WIRELESS WEB, L.L.C.
(Herein "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2055 South Ridgewood Avenue, South Daytona, Florida 32119.

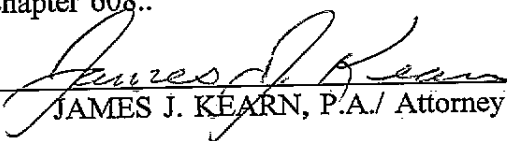
ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the Company's initial registered agent for service of process in the State of Florida are as follows:

JAMES J. KEARN, P.A.
Attorney At Law
138 Live Oak Avenue
Daytona Beach, Florida 32114-4912

RECEIVED
DIVISION OF CORPORATIONS
001 MAY 26 PM 3:53

Having been named as registered agent and to accept service of process for DIRECT WIRELESS WEB L.L.C. at the place designated in these articles or 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 is familiar with and accept the obligations of my position as registered agent as provided for in F.S. chapter 608..



JAMES J. KEARN, P.A./ Attorney At Law

ARTICLE IV - MANAGEMENT


The Company is to be managed by one manager or more managers, and is therefore, a manager - managed company.

ARTICLE V - DURATION

The Company shall commence its existence on May 25, 2000. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in the regulations.

In accordance with F.S. §608.408(3), the execution of this document constitutes and affirmation under the penalties of perjury that the facts stated herein are true.

Member/Manger:



DOUGLAS RATCLIFFE May 25, 2000

STATE OF FLORIDA
COUNTY OF VOLUSIA

SWORN TO and SUBSCRIBED before me this 25th day of May, 2000, by DOUGLAS
Ratcliffe who is ✓ personally known, or _____ who provided
_____ as identification, bearing number
_____ as identification.

(Notarial Seal)



ROBERTA H. BUTLER
My Comm Exp. 3/05/2001
Bonded By Service Inc
No. C0626996
[] Personally Known [] Other I.D.

Roberta H. Butler
Notary Public, State of Florida
Printed Name: ROBERTA H. BUTLER
My commission expires: 3/5/2001
Commission No.: CC626996