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RONALD C. WATERS, P.A.
1300 88TH AVENUE NORTH
ST. PETERSBURG, FL. 33702
(727-576-0752)

MJH

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

OCTOBER 12, 2000

REFERENCE: WIRELESS WEB FACTORY LLC.

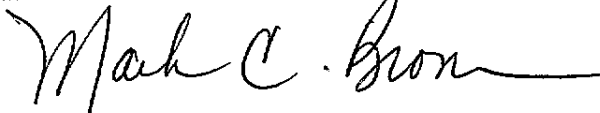
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DEAR SIR OR MADAM:

THE ENCLOSED CHECK IS TO COVER ALL FEES ASSOCIATED WITH
AMENDING THE ARTICLES OF ORGANIZATION FOR THE ABOVE
MENTIONED COMPANY.

PLEASE MAIL ALL FUTURE CORRESPONDENCE TO MY ACCOUNTANT,
RONALD C. WATERS AT HIS OFFICE LISTED ABOVE.

THANK YOU FOR EXPEDITING THIS MATTER.



MARK BROWN
PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 17 AM 10:58

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Wireless Web Factory, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was August 9, 2000.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Amend Article II To change the mailing address and street address of the principal office to: Mark Brown
2519 37th Ave N
St. Petersburg, FL 33713

Amend Article IV To change the name and street address to Ronald C. Waters, Jr.
1300 88th Ave N
St. Petersburg, FL 33702

Amend Article V To change the name and address of the manager to Mark Brown
2519 37th Ave N
St. Petersburg, FL 33713

Dated 10/12/00

Mark C. Brown

Signature of a member or authorized representative of a member

MARK C. BROWN

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 17 AM 10:58

ARTICLES OF ORGANIZATION FOR
WIRELESS WEB FACTORY, LLC
(a Florida limited liability company)

The undersigned representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization

ARTICLE I. NAME

The name of the limited liability company is: Wireless Web Factory, LLC

ARTICLE II. ADDRESS

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

MARK BROWN
2519 37th AVENUE N
ST PETERSBURG, FL 33713

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the written agreement of Members holding a majority of the percentage interests in the Company.

ARTICLE IV. REGISTERED AGENT
OR OFFICE

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

RONALD C. WATERS, PA
1300 88th AVENUE N
ST PETERSBURG, FL 33702

ARTICLE V. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by no fewer than one (1) Manager, who shall be elected by the members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. therefore, the Company is a manager-managed company. Such

Manager(s) shall also have rights and responsibilities described in the Operating Agreement of the Company. The name and address of the newly appointed Manager are as follows:

MARK BROWN
2519 37th AVENUE N
ST PETERSBURG, FL 33713

MARK BROWN was elected Manager at the first meeting of the Members on September 11, 2000.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the members of the Company.

Registered Agent of
RONALD C. WATERS accepts the designation of Registered Agent for
the Company named above and agree to maintain the registered
office of the company as required.

Signed

RONALD C. WATERS

RONALD C. WATERS, PA

Registered Agent

