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MARK WEISSMAN
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February 15, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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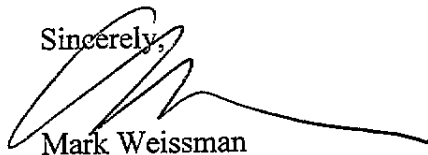
Re: Teges, LLC

Dear Sir/Madam:

Attached please find the Articles of Organization for Teges, LLC. Additionally, enclosed please find a check in the amount of \$125.00 representing the filing fee to establish said corporation.

Thank you for your attention to this request.

Sincerely,


Mark Weissman

FILED
01 FEB 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399

L01-2625
OK

ARTICLES OF ORGANIZATION

OF

TEGES, LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes for the purpose of forming a Limited Liability Company under the laws of the State of Florida do hereby set forth the following:

1. **NAME**

The name of the Limited Liability Company is

TEGES, LLC

2. **PERIOD OF DURATION**

This limited liability shall have perpetual existence.

3. **PURPOSE**

The purpose is to create, develop and market software packages. And to engage in such other business and activities as may be permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in limited liability companies organized and existing by virtue of said laws.

4. **ADDRESS OF PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the place of business and mailing address in Florida for the Limited Liability Company is 220 Alhambra Circle, Suite 810, Coral Gables, FL 33134.

5. **REGISTERED AGENT**

The name and address of the initial Registered Agent in Florida for the Limited Liability Company is Mark Weissman, 220 Alhambra Circle, Suite 210, Coral Gables, FL 33134.

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FLORIDA

6. ADDITIONAL MEMBERS

This Limited Liability Company may admit additional members subject to approval by vote of a majority of the existing members.

7. CONTINUITY OF BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the approval by unanimous vote of the remaining members.

8. MANAGEMENT

The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by the unanimous vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of "percentage ownership" in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, leases and other contracts, purporting to be signed on behalf of the Limited Liability Company by any two (2) members shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it. The names, addresses and percentage ownership of the members of the Limited Liability Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
BMECI, INC.	220 Alhambra Circle Suite 810 Coral Gables, FL 33134	40%
MARFELMER, INC.	220 Alhambra Circle Suite 810 Coral Gables, FL 33134	40%

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ZEROS & ONES, INC. 220 Alhambra Circle Suite 810
Coral Gables, FL 33134

20%

9. REGULATIONS


The regulations of this Limited Liability Company may only be adopted, amended, altered or repealed by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 8 above.

10. AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 8 above.

Executed this 24 day of February, 2001.

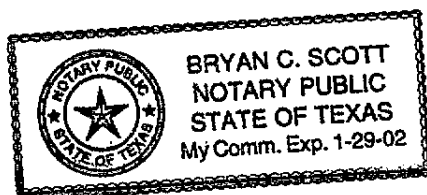
MARFELMER, INC.


Christine White, President

STATE OF Texas

COUNTY OF Travis

The foregoing instrument was acknowledged before me this 24 day of February, 2001, by Christine White, President of MARFELMER, Inc., member of Teges, LLC, a Florida Limited Liability Company to be formed, who is personally known to me, or if not produced drivers license as identification.

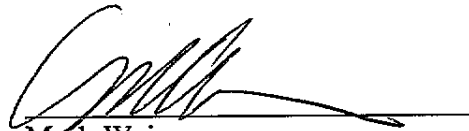



Notary Public

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01 FEB 16 PM 5:00
CLERK OF DISTRICT COURT
DALLAS COUNTY TEXAS

ACCEPTANCE OF REGISTERED AGENT

HAVING been appointed the Registered Agent of Teges, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designed as Registered Agent by Teges, LLC.


Mark Weissman
Registered Agent

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01 FEB 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA