



THE UNITED STATES
CORPORATION
COMPANY

L01000002886

ACCOUNT NO. : 072100000032

REFERENCE : 046396 169624B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 23, 2001

ORDER TIME : 1:24 PM

ORDER NO. : 046396-005

CUSTOMER NO: 169624B

200003758082--4
-02/23/01--01053--021
****155.00 ****155.00

CUSTOMER: Rana Gorzeck, Esq
Buckingham Doolittle &
Burroughs
Suite 480
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: VIRTUAL PASSAGE, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

01 FEB 23 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

01 FEB 23 PM 1:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

JB
2-23-01

**ARTICLES OF ORGANIZATION
OF
VIRTUAL PASSAGE, LLC**

The undersigned, desiring to form a Limited Liability Company ("the Company") under Chapter 608 of the Florida Statutes, (the "Act") does hereby state the following:

ARTICLE I - NAME:

The name of the Company shall be VIRTUAL PASSAGE, LLC.

ARTICLE II - PURPOSE:

The Company is formed for any purpose or purposes for which a Limited Liability Company may be formed pursuant to the Act.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS:

The initial mailing address and street address of the principal office of the Company shall be 1253 Coral Way, Hollywood, Florida 33019.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of the Company is BDB Agent Co., and the street address of the initial Registered Agent is 2500 North Military Trail, Suite 480, Boca Raton, Florida 33431.

ARTICLE V - EFFECTIVE DATE

The Company's effective date of existence shall be the date of filing these Articles of Organization.

ARTICLE VII - DURATION

The Company's duration shall be perpetual.

APPROVED
AND
FILED
01 FEB 23 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX - INITIAL MATTERS

The Company is to be managed by the members, and the names and addresses of the initial managing members are:

Bernard Allen Veon, Jr.
1253 Coral Way
Hollywood, FL 33019

Suzanne Marie Vazquez
1253 Coral Way
Hollywood, FL 33019

IN WITNESS WHEREOF, the undersigned, being one of the managing members of the Company herein named, for the purpose of forming a Limited Liability Company under the Act, has executed these Articles of Organization as of this 20 day of February, 2001.

VIRTUAL PASSAGE, LLC

By: Bernard A. Veon, Jr.
Bernard A. Veon, Jr.,
a Managing Member

Having been designated to act as Registered Agent and to accept service of process for the above-stated Limited Liability Company at the place designated in the Articles of Organization, 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 designations of my position as registered agent.

BDB Agent Co.

BY: Rana M. Gorzeck
Rana M. Gorzeck, Ass't Secretary

Date: February 20, 2001

01 FEB 23 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED