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00855-02827-00676-00671
February 9, 2001

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MJM

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

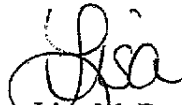
RE: Articles of Incorporation for Cruz Internet Enterprises, L.L.C.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Cruz Internet Enterprises, L.L.C. for filing with your office. Also enclosed is our firm check in the amount of \$78.75 representing filing fee and one certified copy of the Articles of Incorporation. Please forward the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely,



Lisa M. Durbin
Legal Assistant to
ROBERT N. HEATH, JR.

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/lmd
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2001

ROBERT N. HEATH, JR.
POST OFFICE BOX 13543
PENSACOLA, FL 32591

SUBJECT: CRUZ INTERNET ENTERPRISES, L.L.C.
Ref. Number: W01000003553

We have received your document for CRUZ INTERNET ENTERPRISES, L.L.C. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$76.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 501A00009303

**ARTICLES OF ORGANIZATION OF
CRUZ INTERNET ENTERPRISES, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is CRUZ INTERNET ENTERPRISES,
L.L.C.

ARTICLE II - ADDRESS

The initial street address for the principal office of the Limited Liability Company is
10651 MacGregor Drive, Pensacola, FL 32514.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company is perpetual, beginning on the
date these Articles of Organization are filed with the Florida Department of State.

ARTICLE IV - INITIAL MEMBERS

The names and addresses of the initial members of the Limited Liability Company are:

Rolando G. Cruz
10651 MacGregor Dr.
Pensacola, FL 32514

Virginia W. Cruz
10651 MacGregor Dr.
Pensacola, FL 32514

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE IV - REGISTERED AGENT

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

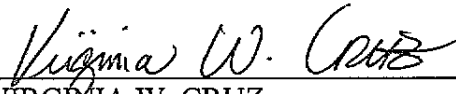
Rolando G. Cruz
10651 MacGregor Dr.
Pensacola, FL 32514

ARTICLE V - MANAGEMENT

The Limited Liability Company is not to be managed by managers and is, therefore, a member - managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 30 day of January, 2001.


ROLANDO G. CRUZ


VIRGINIA W. CRUZ

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, *FLORIDA STATUTES*, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is CRUZ INTERNET ENTERPRISES, L.L.C.
2. The name and Florida street address of the registered agent and Office is:

Rolando G. Cruz
10651 MacGregor Dr.
Pensacola, FL 32514

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 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.


ROLANDO G. CRUZ

1-30-, 2001