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 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

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LD1000001942

July 20, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

XAP International, L.L.C.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate

Retrieval Request

- Photocopy
- Certified Copy

Other **800004487648--2**
 -07/20/01--01029--023
 ****125.00 ****125.00

APPROVED AND FILED
 01 JUL 20 AM 11:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten initials and date: JB 7/20/01
 SUFFICIENCY OF FILING
 TO AGENCY USE
 2001 JUL 20 AM 10:08
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Florida Statutes Chapter 608 et seq. "The Florida Limited Liability Company Act" as amended, the below named entity adopts these Articles of Organization as of the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on this original document, in accordance with the following:

ARTICLE I - NAME.

The name of the Limited Liability Company is:

XAP International, L.L.C.

ARTICLE II - ADDRESS.

The mailing address and street address of the principal office of the Limited Liability Company is:

11206 Satellite Blvd.
Orlando, Florida 32869

ARTICLE III -REGISTERED AGENT.

The name and the Florida street address of the registered agent is:

Miller, South & Milhausen P.A.
c/o Jeffrey P. Milhausen, Esq.
2699 Lee Road, Suite 120
Winter Park, FL 32789
Telephone (407) 539-1638
Facsimile (407) 539-2679

Having been named as registered agent and to accept service of process for the above named 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



Jeffrey P. Milhausen - Shareholder
Registered Agents Signature

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TALLAHASSEE, FLORIDA

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ARTICLE IV - MANAGEMENT.

(Check the appropriate box and complete the statement)

The Limited Liability Company (LLC) is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Robert E. Ryan
11206 Satellite Blvd.
Orlando, Florida 32869

Larry H. Crane
11206 Satellite Blvd.
Orlando, Florida 32869

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS.


The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The existing members of this LLC must approve the admission of new members by unanimous vote. Upon such approval, new members shall be accorded all rights associated with membership in this LLC.

ARTICLE VI - MEMBER'S RIGHT TO CONTINUE BUSINESS.

The right, if given, of the remaining members of this LLC to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The unanimous approval of the remaining members is required to continue the business of this LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company. Otherwise, this LLC shall exist perpetually.

 / (Title) Managing Member
Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert E. Ryan
Typed or printed name of Member

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