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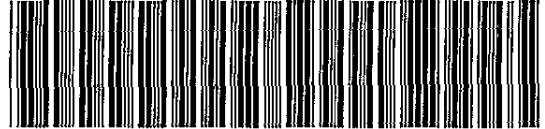
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ByK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 205959 82724A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 125.00

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SEATTLE
ILLINOIS, FLORIDA

ORDER DATE : August 14, 2003

ORDER TIME : 2:21 PM

ORDER NO. : 205959-005

CUSTOMER NO: 82724A

CUSTOMER: J Thomas Conroy, Esq.
Conroy Coleman & Hazzard, P.A.

Suite 115
2640 Golden Gate Boulevard
Naples, FL 34105

DOMESTIC FILING

NAME: TOTAL OPTICAL SOLUTIONS, --
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
TOTAL OPTICAL SOLUTIONS, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

03 AUG 14 PM 4:54
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this limited liability company is Total Optical Solutions, L.L.C., referred to in these Articles of Organization as the "Company."

ARTICLE II
REGISTERED OFFICE AND AGENT

The principal office and mailing address of the Company is 9812 Falls Road, Suite 114-198, Potomac, Maryland 20854. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

ARTICLE III
DURATION

The Company shall have perpetual duration.

ARTICLE IV
ORGANIZER

The organizer of the Company is Mark Levin, who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Mark Levin
9812 Falls Road, Suite 114-198
Potomac, Maryland 20854

Robert Tardell
8 Robbie Court
Morganville, New Jersey 07751

Jules Saland
6483 Highcroft Drive
Naples, Florida 34119

**ARTICLE VII
ADMISSION OF NEW MEMBERS**


The Company may admit new members as provided in the Company's operating agreement.

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ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 13th day of August, 2003.


By: Mark Levin
Its: Managing Member

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

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TALLAHASSEE, FLORIDA

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

1. The name of the limited liability company is: Total Optical Solutions, L.L.C.

2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

Having been named as registered agent and 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 accept the obligations of my position as registered agent.

(Signature)

8/13/03, 2003