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Florida Department of State
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY
NETCOMPASS, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 13, 2004

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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Trevor Brumbley
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is: NETCOMPASS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:
7800 NW 148 Street, Miami Lakes, Florida 33016

ARTICLE III - DURATION

This limited liability company shall have perpetual existence.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by its members.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent are: Jeffrey R. Eiseosmith, P.A., One Financial Plaza, Suite 1600, Fort Lauderdale, Florida 33394.

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by vote of a majority of the existing members.

ARTICLE VII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by vote of a majority of the members.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE 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 approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE IX - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

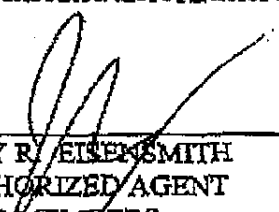
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this
12th day of Feb, 2004.


JEFFREY R. EISERSMITH
AS AUTHORIZED AGENT
FOR THE MEMBERS

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**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 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: NETCOMPASS, L.L.C.
2. The name and address of the registered agent and office is: JEFFREY R. EISENSMITH, ESQUIRE, One Financial Plaza, Suite 1600, Fort Lauderdale, Florida 33394.

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

Signature 

Date _____

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