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(Requestor's Name)

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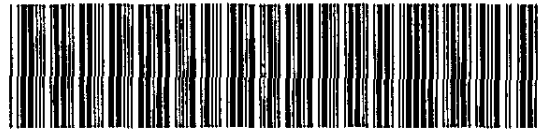
(Business Entity Name)

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ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

July 31, 2003

Department of State
Division of Corporation
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

RE: WIRELESS CAFÉ OF SOUTH FLORIDA, LLC

Gentlemen:

Enclosed is an original of the Articles of Organization for the above referenced corporations along with a check for \$155.00 payable to the Florida Department of State.

Please return to our office the enclosed copy of the articles date stamped by your office in the enclosed self addressed and stamped envelope.

Thank you for your cooperation with this matter.

Sincerely,



Ira L. Kahn, Esq.

Enclosures

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

WIRELESS CAFÉ OF SOUTH FLORIDA, L.L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby subscribes and forms a Limited Liability Company under the Laws of Florida.

ARTICLE I - NAME

The name of this Limited Liability Company is:

WIRELESS CAFÉ OF SOUTH FLORIDA, L.L.C.

ARTICLE II - ADDRESS

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

3975 SW 53rd Court, Hollywood, Florida 33312

ARTICLE III - REGISTERED AGENT, REGISTERED

OFFICE, & REGISTERED AGENT'S SIGNATURE:

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

Morris Malka, 3975 SW 53rd Court, Hollywood, Florida 33312


Morris Malka, Registered Agent

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

ARTICLE IV: NATURE OF BUSINESS, PURPOSE AND POWERS

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these

Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance to it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of the limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any other of the purposes or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers set forth in these Articles, either alone or in association with others incidental or others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE X: MANAGEMENT

Management of this limited liability company is reserved to its members whose names and addresses are as follows:

Morris Malka, 3975 SW 53rd Court, Hollywood, Florida 33312

Jerrold Hirsch, 14 W Hawthone Avenue, Suite 102, Valley Stream, New York 11580

In compliance with Florida Statute 608.407(2), the undersigned members or authorized representative of a member of Wireless Café of South Florida, L.L.C., deposes and says:

7. The Limited Liability Company identified above has a least two members.
8. The total amount of cash contributed by the members is \$500.00.

IN WITNESS WHEREOF, the undersigned, Morris Malka as authorized representative of the members as well as a management member, does hereby execute and file these articles, declares and certifies that the facts herein stated are true this 22 day of July, 2004




Morris Malka, MANAGING MEMBER

The foregoing instrument was acknowledged before me this 22 day July, 2004, by Morris Malka, member of Wireless Café of South Florida, L.L.C., a limited liability company. They are personally known to me or have produced _____ as identification.



Ira L. Kahn
Commission #DD238957
Expires: Sep 17, 2007
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC, STATE OF FLORIDA