

1201 HAYS STREET
TALLAHASSEE, FL 32304
TEL: 904-343-8086
FAX: 904-343-8086
L96000000047



ACCOUNT NO. : 072100000032

REFERENCE : 799066 4302917

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 390.00

ORDER DATE : January 11, 1996

ORDER TIME : 9:17 AM

ORDER NO. : 799066

CUSTOMER NO: 4302917

400001686654

CUSTOMER: Carol Webb, Legal Assistant
IRELL & MANELLA

1800 Avenue Of The Stars

Los Angeles, CA 90067

DOMESTIC FILING

NAME: INTERNATIONAL SOFTWARE
SOLUTIONS USA, L.C.

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY (2)

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

RECEIVED
96 JAN 11 AM 10:38
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
FILED
96 JAN 11 PM 1:01
STATE OF FLORIDA
[Signature]
11/2/96

W96-924



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1996

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: INTERNATIONAL SOFTWARE SOLUTIONS USA, L.C.
Ref. Number: W96000000924

We have received your document for INTERNATIONAL SOFTWARE SOLUTIONS USA, L.C. and the authorization to debit your account in the amount of \$390.00. However, the document has not been filed and is being returned for the following:

THE TOTAL AMOUNT OF CASH AND PROPERTY ANTICIPATED TO BE CONTRIBUTED MUST EQUAL THE SUM OF NUMBERS 2 AND 3 ON THE AFFIDAVIT PAGE.

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 (904) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 996A00001539

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

96 JAN 11 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is International Software Solutions USA, L.C.

ARTICLE II - Address:

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

500 Clearlake Plaza
500 Australian Avenue, South
Suite 100
West Palm Beach, FL 33401

ARTICLE III - Duration:

These Articles of Organization shall be effective on January 9, 1996, if they are filed with the Florida Department of State on or before January 12, 1996; otherwise, they shall be effective on the date filed with the Florida Department of State. The period of duration for the Limited Liability Company shall be forty years from the effective date of these Articles of Organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by members and the names and address of the managing members are:

Managing Members

Philippe-Charles Krug-Basse
Pierre Favier
Yannick Le Byhan

Address for All

c/o I.S.S. France Diffusion
Immeuble "La Cascade"
ZA due Pre Milliet
BP 12
38330 Montbonnot, France

ARTICLE V - Registered Agent:

The name and address of the registered agent of the Limited Liability Company is:

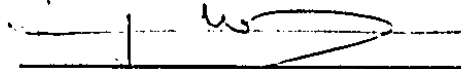
Timothy Guptill
500 Clearlake Plaza
500 Australian Avenue, South
Suite 100
West Palm Beach, FL 33401

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of International Software Solutions USA, L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$0.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0. A description of the property, if any, is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is \$0.00 This total includes amounts from 2 and 3 above.

Philippe Charles KRUG-BASSE



1/10/96

Signature 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.)

**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:
International Software Solutions USA, L.C.
2. The name and address of the registered agent and office:

Timothy Guptill
(Name)

500 Clearlake Plaza
(P. O. Box ~~not~~ acceptable)

500 Australian Avenue, South

Suite 100

West Palm Beach, FL 33401
(City/State/Zip)

FILED
95 JAN 11 PM 1:01

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.

By: _____

(Signature)

1/10/96
(Date)

L96000000047

333 SOUTH HOPE STREET, SUITE 3300
LOS ANGELES, CALIFORNIA 90071-3042
TELEPHONE (213) 620-1888
FACSIMILE (213) 620-0818

1800 AVENUE OF THE STARS, SUITE 800
LOS ANGELES, CALIFORNIA 90067-4278
TELEPHONE (310) 877-1010
CABLE ADDRESS: INELLA LSA
FACSIMILE (310) 803-7188

840 NEWPORT CENTER DRIVE, SUITE 800
NEWPORT BEACH, CALIFORNIA 92660-8324
TELEPHONE (714) 780-0881
FACSIMILE (714) 780-8800
WRITER'S DIRECT DIAL NUMBER
(310) 203-7928

December 16, 1996

VIA FEDERAL EXPRESS

600002036946--2
-12/24/96--01087--013
*****35.00 *****35.00

Mr. Ed Schaet
International Software Solutions USA, L.C.
500 Clearlake Plaza
500 Australian Avenue, South
Suite 100
West Palm Beach, Florida 33401

Re: Statement of Change of Registered Agent

Dear Mr. Schaet:

Enclosed is a Statement of Change of Registered Agent which needs to be filed with the Florida Secretary of State. Please sign and date the form at the blue arrow, and have Mr. Krug-Basse sign and date at the red arrow. Once signed, please forward the form along with the enclosed \$35.00 check to:

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

If you have any questions regarding the above filing, please call me at (310) 203-7928.

Sincerely,

Linda Leonard
Linda Leonard
Legal Assistant

LL:11
Enclosures

cc: Elliot Freier, Esq.
C.A. Webb

SH 1/3
RA CL

FILED
96 DEC 23 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Matham, Secretary of State
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.502, Florida Statutes, the undersigned limited liability company organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the limited liability company is: International Software Solutions USA, L.C.

1b. The mailing address of the limited liability company is: 500 Clearlake Plaza,
500 Australian Avenue South, Suite 100, West Palm Beach, FL 33401

1c. Date of filing/registration in Florida: 1/11/96 Document number: L96000000047

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

Timothy Guptill

500 Clearlake Plaza

500 Australian Ave., South
Suite 100

West Palm Beach, FL 33401

3. The name and address of the new registered agent and office: (P.O. BOX NOT ACCEPTABLE)

Ed Schaefer

500 Clearlake Plaza

500 Australian Ave., South, Suite 100
West Palm Beach, FL 33401

After the change or changes are made, the street address of the registered office and the business office of the registered agent will be identical.

Such change was authorized by affirmative vote of a majority of the members of the limited liability company or as provided in the articles of organization or the regulations of the limited liability company.

(Signature of President or authorized representative of a member)

Philippe-Charles Krug-Basse, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated limited liability company, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent) Ed Schaefer

(Date)

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

L9600000047

Via overnight courier

Florida Department of State
Division of Corporations
ATTN: Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 MAY -1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Certificate of Amendment to
Articles of Organization of
International Software Solutions USA, L.C.

Dear Sir/Madam:

Enclosed for filing is a Certificate of Amendment to the
Articles of Organization of International Software Solutions USA,
L.C., along with a \$52.50 check for the filing fee.

Also enclosed is a copy of the Certificate of Amendment.
Please stamp the copy to reflect the date of filing of the original
and return the copy to:

International Software Solutions USA, L.C.
500 South Australian Avenue
Suite 100
West Palm Beach, Florida 33401
ATTN: Mr. Pierre Favier

900002173979--3
-05/09/97--01197--003
*****52.50 *****52.50

We have enclosed a postage paid, addressed envelope for
returning the stamped copy.

Please call (561) 820-0802 if you have any questions or if
there is any delay in filing the Certificate of Amendment.

Thank you for your assistance.

Very truly yours,

Pierre Favier

Amend

LFT 5-9-97

Enclosures

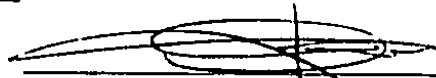
RECEIVED
97 MAY -1 AM 7:39
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned member submits the following Certificate of Amendment to the Articles of Organization for Florida Limited Liability Company.

FILED
97 MAY -1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Limited Liability Company is:
International Software Solutions USA, L.C.
2. The date of filing of the Articles of Organization for the Limited Liability Company was :
January 11, 1996
3. The Articles of Organization for the Limited Liability Company shall be amended as follows:
ARTICLE IV - Management shall be amended by removing the name
"Philippe-Charles Krug-Basse" from the column entitled "Managing Members"
with no other changes.



Signature of a member.

Pierre FAVIER