

L96000000058

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-343-8062
FAX (904) 222-1272

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

W95-25098

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN
Will Pick Up 1228 1200

PH 1/16/94

RE: Newa [illegible] [illegible]
LC 26 JAN 16 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DISBURSED

☒ Capital Express™
☒ Art. of Inc. File LC
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☒ (~~One~~ Copy(s)
☐ Art. of Amend. File
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☐ Fictitious Name File
☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
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☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 File
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☐ UCC 11 Retrieval
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700001892487
-01/18/96-01109-000
****285.00 ****285.00

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

RECEIVED
95 DEC 28 AM 9:48
DIVISION OF CORPORATIONS

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 28, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: NEWAVE TELECOMMUNICATIONS, L.C.
Ref. Number: W95000025098

We have received your document for NEWAVE TELECOMMUNICATIONS, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The articles of organization must be prepared in compliance with section 608.407, Florida Statutes. Please refer to this section of the law.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 895A00055619

Corrected

RECEIVED
96 JAN 16 AM 8:25
DIVISION OF CORPORATIONS

FILED

ARTICLES OF ORGANIZATION

OF

NEWAVE TELECOMMUNICATIONS, L.C.

96 JAN 16 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, as an organizing member, for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, adopt the following Articles of Organization:

ARTICLE I

NAME: The name of the Limited Liability Company shall be:

NEWAVE TELECOMMUNICATIONS, L.C.

ARTICLE II

DURATION: The Limited Liability Company shall have perpetual existence from the date of filing of these Articles of Organization.

ARTICLE III

ADDRESS: The initial post office address of the principal office of the Limited Liability Company in the State of Florida shall be 217 Boston Avenue, Altamonte Springs, Florida 32701. The Board of Managers may from time to time move the principal office to any other address in the State of Florida.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Limited Liability Company is 217 Boston Avenue, Altamonte Springs, Florida 32701 and the name of the initial registered agent of the Limited Liability Company at that address is David Conway.

ARTICLE V

RIGHT TO ADMIT ADDITIONAL MEMBERS. Additional members to the Limited Liability Company may only be admitted by a majority vote of all members qualified to cast a vote.

ARTICLE VI

CONTINUITY OF EXISTENCE: Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining members may continue the business of the Limited Liability Company.

ARTICLE VII

MANAGERS: The Limited Liability Company is to be managed by a Board of Managers. The initial Board of Managers will serve as managers until the first annual meeting of members or until their successors are elected and qualified. The initial number of the managers of this Limited Liability Company shall be eleven (11) provided, however, that the number of managers may be changed from time to time to not more than fifteen (15) in accordance with the Bylaws of the Limited Liability Company as shall from time to time be in force and effect, but shall never be less than one (1).

The names and post office addresses of the members of the first Board of Managers, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office until the first annual meeting of the stockholders of the Limited Liability Company or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Stephen T. Barry	209 W. Ridgewood Court Longwood, FL 32779-3311
David Conway	1261 N. Lake Sybelia Drive Maitland, FL 32751
Roy Pepper	2640 Jilton Court Orlando, FL 32835
Mikell R. Reid	1302 Azalea Lane Maitland, FL 32751
Edward Jenkins	2395 S. Jenkins Rd. Fort Pierce, FL 34947
Arthur Tye	916 Boothe Circle Longwood, FL 32750
Christopher Cogan	227 W. New England Avenue Winter Park, FL 32789
Kevin Cogan	227 W. New England Avenue Winter Park, FL 32789
Charles Arias	10231 E. Colonial Drive Orlando, FL 32817
J. L. Borrero	610 Jasmine Rd. Altamonte Springs 32710

ARTICLE VIII

INDEMNIFICATION OF MANAGERS: The Limited Liability Company shall indemnify any officer or manager, or any former officers or managers, to the full extent permitted by law.

ARTICLE IX

NATURE OF BUSINESS: The general nature of the business to be conducted by said Limited Liability Company shall be and is as follows:

(a) To engage in business activity not prohibited by law;

(b) To purchase or otherwise acquire, construct, manufacture, make and fabricate, and to hold, own, use, manage, repair, improve and utilize, and to sell, pledge, hypothecate, mortgage, lease, transfer and otherwise dispose of, and to export, import, trade and deal in and with goods, wares, merchandise, and personal property of every character and description, as principal, agent or broker, and to carry on a general mercantile and commercial business in any part of the world.

(c) To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate, and to sell or otherwise dispose of, and in all ways to deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and notes, mortgages and other obligations of individuals, and investment securities and choses in action generally, with power to issue its own securities in exchange therefor to the extent permitted by the Corporation laws of the State of Florida; and to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things equitable and proper for the protection, conservation and

enhancement of value of any securities, choses in action, properties or investments held by it; and to possess and exercise, in respect to any thereof, all the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon with respect thereto.

(d) Without limit as to amount, to borrow money for the purposes of the Limited Liability Company, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to execute, issue, sell and dispose of bonds, notes, debentures and other obligations of the Corporation from time to time for any of its objects and purposes, without or with security and, if so determined, to secure the same by mortgage, pledge, deed of trust, or otherwise.

(e) To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of the corporation, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(f) To aid by loan, subsidy, guaranty or in any other manner whatsoever, any corporation, firm, syndicate, association or individual to the extent that the Board of Managers may deem advisable to promote the business, interest and purposes of the Company, and any Corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Limited Liability Company; and to do any and all other acts or things toward the preservation, protection,

improvement or enhancement in value of any stocks, bonds, securities or other obligations, and to do any or all such acts or things designed to accomplish any such purpose.

(g) To employ its surplus earnings or accumulated profits from time to time as its Board of Managers may determine, to purchase or otherwise dispose of or turn to account, as its Board of Managers may from time to time determine the stocks, bonds, debentures or other securities of this Company, to the extent permitted by law.

(h) To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the Limited Liability Company, without limit as to amount, with any person, firm, syndicate, committee, association or corporation, or municipal or governmental board, body, bureau, authority or agency, domestic or foreign, now or hereafter to be organized.

(i) To have one or more offices and to carry on its operations and to transact its business and promote its objects and purposes within the State of Florida or elsewhere, either alone or with other companies, firms or individuals, without restriction as to place or amount, and to have, use, exercise and enjoy all the general powers of like corporation; and to do all and every act or acts, thing or things, necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, or incidental or pertaining to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be consistent with the laws under which this Limited Liability Company is organized.

IN GENERAL, and in connection with the foregoing, this Limited Liability Company has been organized for the purpose of conducting any and all lawful business for which business entities of a like nature may be organized under the laws of the State of Florida, it

being expressly provided that the enumeration of the objects, powers and purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Limited Liability Company, and none of the clauses contained in this Article shall be in anywise limited and restricted by reference to the terms of any other clauses, objects or purposes set forth in this Article, or in any other Article hereof, but that objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE X

CAPITAL STOCK: Each member's capital interest in the Limited Liability Company shall be evidenced by the issuance of stock certificates. The amount of the authorized capital stock of the Limited Liability Company, being the maximum number and the classes of shares of stock that the Limited Liability Company is authorized to have outstanding at any one time, shall be Ten Million (10,000.00) shares of common voting stock, having a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid and non-assessable. Any of such stock shall be non-transferable in whole or fractional shares.

ARTICLE XI

INITIAL CAPITAL: This Limited Liability Company has at least two members. An affidavit setting forth the amount of cash and a description of the agreed value of property other than cash contributed to the Limited liability Company and the amount anticipated to be contributed by the members is attached as Exhibit "A" to these articles and incorporated herein be reference.

ARTICLE XII

CONDUCT OF AFFAIRS OF LIMITED LIABILITY COMPANY: In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the

regulation of the business and the conduct of the affairs of the Limited Liability Company.

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Managers shall have the general management and control of the business and may exercise all of the powers of the Limited Liability Company except such as may be by statute, or by the Articles of Organization or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved upon or reserved to the members.

(b) Authorized shares of the capital stock of the Limited Liability Company shall be issued only for a consideration having a value in the judgment of the Board of Managers at least equivalent to the full par value of such par value stock. Nothing herein contained shall however restrict the issuance of any such stock by the Limited Liability Company for a consideration of more than the par value of said stock.

(c) The initial Bylaws may be adopted by the members of the Limited Liability Company. Such Bylaws may be amended, altered or repealed only by the members of the Limited Liability Company by majority affirmative vote of the members. No such Bylaws shall be in conflict with the provisions of the Articles of Organization or of any outstanding prior agreements of the members which appear of record in the minute book or other records of the Limited Liability Company.

(d) The Limited Liability Company shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Managers subject to the Bylaws.

(e) At all elections of managers, each member shall be entitled to as many votes as shall equal the number of his shares of common stock multiplied by the number of managers to be elected, and he may cast all of such votes, in person or by proxy, for a

single manager or distribute them among the number to be voted for, or any two or more of the number to be voted, as he may see fit.

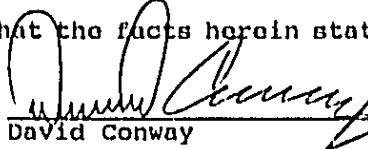
(f) No contract or other transaction between the Limited Liability Company and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the managers is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any manager or managers individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Limited Liability Company or in which the Limited Liability Company is interested; and no contract, act or transaction of the Limited Liability Company with any person, firm, association or corporation shall be affected or invalidated by the fact that any manager or managers of the Limited Liability Company is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each is hereby relieved from any liability that might otherwise exist from contracting with the Limited Liability Company for the benefit of himself or any firm, association or corporation in which he may be interested.

ARTICLE XIII

AMENDMENTS: The Limited Liability Company reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the members herein are granted subject to this reservation. Every such amendment shall be approved by the holders of at least a majority of the outstanding capital stock.

IN WITNESS WHEREOF, I, the undersigned subscribing member of the Limited Liability Company has hereunto set his hands and seals this 27th day of December, 1995, for the purpose of forming this Limited Liability Company under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office

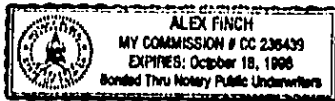
of the Secretary of State of the State of Florida, those Articles of Organization, and certify that the facts herein stated are true.

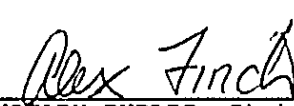

David Conway

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared this 27th day, of December, 1995, David Conway, to me well known or who produced: FL Drivers License as identification and known to me to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Organization as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 27th day of _____, December, 1995.

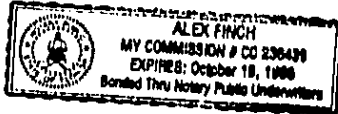



NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared this 27th day, of December, 1995, DAVID CONWAY, to me well known or who produced: FL DRIVER'S License C500-173-58-171-0 as identification and known to me to be the individual described in and who executed the foregoing Articles of of Organization and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Organization as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 27 day of _____, December, 1995.



Alex Finch
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILIUM FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND MANAGERS, STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 608.407, Florida Statutes:

NEWAVE TELECOMMUNICATIONS, L.C., a Limited Liability Company organized under the laws of the State of Florida with its principal office at:

217 Boston Avenue, Altamonte Springs, FL 32701, Florida,


has named David Conway, located at 217 Boston Avenue, Altamonte Springs, Florida, as its agent to accept service of process within the State.

NEWLY ELECTED MANAGERS:

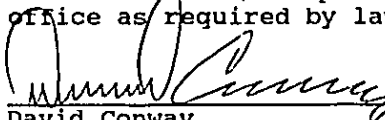
NAME & TITLE	ADDRESS
Stephen T. Barry	209 W. Ridgewood Court Longwood, FL 32779-3311
David Conway	1261 N Lake Sybelia Drive Maitland, FL 32751
Roy Pepper	2640 Jilton Court Orlando, FL 32835
Mikell R. Reid	1302 Azalea Lane Maitland, FL 32751
Edward Jenkins	2395 S. Jenkins Rd Fort Pierce, FL 34947
Arthur Tye	916 Boothe Circle Longwood, FL 32750
Christopher Cogan	227 W. New England Avenue Winter Park, FL 32789
Kevin Cogan	227 W. New England Avenue Winter Park, FL 32789
Charles Arias	10231 E. Colonial Drive Orlando, FL 32817
J. L. Borrero	610 Jasmine Road Altamonte Springs, FL 32710

NEWLY APPOINTED OFFICERS:

NAME	ADDRESS
David Conway - President	1261 N Lake Sybelia Drive Maitland, FL 32751
Arthur Tye - Treasurer	916 Boothe Circle Longwood, FL 32750
Christopher Cogan - Secretary	227 W. New England Avenue Winter Park, FL 32789


DAVID CONWAY
Manager/President

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.


David Conway,
Registered Agent

AFFIDAVIT OF MEMBERSHIP

I, DAVID CONWAY, the undersigned member of Nowave Telecommunications, L.C., does hereby swear and affirm that the members of Nowave Communications, L.C. and their respective capital contributions as of the date of organization are as follows:

<u>MEMBER</u>	<u>Cash</u>	<u>Other Property</u> <u>Agreed Value</u>	<u>Total</u>
Andrew F. Levitan	10,000.00		10,000.00
Joseph P. Bundrick and Barbara J. Bundrick	10,000.00		10,000.00
Roy H. Pepper	10,000.00		10,000.00
Celia M. Pepper	10,000.00		10,000.00
Maria Schmitt	5,000.00		5,000.00
Donald E. Mullins	15,000.00	25,000.00 (Computer Equipment)	40,000.00
James D. Brooks	15,000.00		15,000.00
Cody L. Jenkins	10,000.00		10,000.00
Allen Lenentine	12,000.00		12,000.00
Kevin D. Cogan	6,666.67		6,666.67
Christopher Cogan	6,666.67		6,666.67
Kendall C. Cogan	6,666.67		6,666.67
Charles Arias	30,000.00		30,000.00
George S. Callas	30,000.00		30,000.00
Donald T. McAllister	10,000.00		10,000.00
J.L. Borrero	10,000.00	20,000.00 (Lease on Real Property)	30,000.00
Manuel Gonzalez	10,000.00		10,000.00
Mikell Reid	10,000.00		10,000.00
Vivian W. May	10,000.00		10,000.00
Jeff C. May	10,000.00		10,000.00
David M. Conway	10,000.00	10,000.00 (Furniture)	20,000.00
Stephen T. Barry, as Trustee	10,000.00		10,000.00
Elaine Montalvo	10,000.00		10,000.00
E. M. Rodgers	10,000.00		10,000.00
Mario Santalvo	10,000.00		10,000.00
Falgoness	10,000.00		10,000.00
Rotger	10,000.00		10,000.00

AFFIDAVIT OF MEMBERSHIP
January 11, 1996
Page 2

D'Innocenzo	10,000.00	10,000.00
Arthur T'yo	10,000.00	10,000.00
Actual Contributions	327,000.00	55,000.00 382,000.00
Total Amount of Cash or Property Anticipated to be Contributed		432,000.00

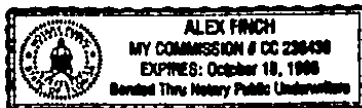
NEWAVE TELECOMMUNICATIONS, L.C.


DAVID CONWAY


ACKNOWLEDGEMENTS

STATE OF Florida
COUNTY OF Orange

Before me the undersigned authority appeared DAVID CONWAY,
who is (X) personally known to me or who () produced
other identification: _____,
and after being duly sworn, states that the foregoing is true and
correct and that his signature has been placed above.



1-12-96


Notary Public
Typed Name:
My commission expires:

AFFIDAVIT OF MEMBERSHIP

FILED

I, DAVID CONWAY, the undersigned member of Nowave Telecommunications, L.C., hereby swear and affirm that the members of Nowave Telecommunications, L.C. and their respective capital contributions as of the date of organization are as follows:

CAPITAL CONTRIBUTION

	<u>Cash</u>	<u>Other Property</u>	<u>Total</u>
		<u>Agreed Value</u>	
Actual Contributions	<u>327,000.00</u>	<u>55,000.00</u>	<u>382,000.00</u>
Total Amount of Cash or Property Anticipated to be Contributed			<u>432,000.00</u>

NEWAVE TELECOMMUNICATIONS, L.C.

DAVID CONWAY

ACKNOWLEDGEMENTS

STATE OF Florida
COUNTY OF Orange

Before me the undersigned authority appeared DAVID CONWAY, who is (X) personally known to me or who () produced other identification: _____, and after being duly sworn, states that the foregoing is true and correct and that his signature has been placed above.



1-12-96

Alex Finch
Notary Public
Typed Name:
My commission expires:

MATHEWS RAILEY DeCUBELLIS & GOODWIN

FRANK M. BEDELL
DANIEL L. DeCUBELLIS
JENNIFER E. EDEN
DAVID C. GOODWIN
LAWRENCE J. MATHEWS, JR.
LILBURN H. RAILEY, III
MARK L. VAN ALKENBURGH
MARY M. WILSON

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

POST OFFICE BOX 1076
ORLANDO, FLORIDA 32817-4906
TELEPHONE (407) 221-2000
TELEFAX (407) 421-1038

801 CHURCH CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

FRANK M. BEDELL
271 NEW YORK AVENUE, SUITE 102
ORLANDO, FLORIDA 32801
TELEPHONE (407) 886-8800
TELEFAX (407) 886-8800

196000000058

January 8, 1997

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

400002055114--5
-01/13/97--01005--016
*****87.50 *****87.50

Re: NEWAVE TELECOMMUNICATIONS, L.C.


Dear Sir/Madam:

I enclose for filing an original Statement of Resignation of Registered Agent for the above-referenced company together with our check in the amount of \$87.50 for the filing fee. Please date stamp the enclosed copy of the Resignation and return it to me in the self-addressed, stamped envelope provided.

Thank you for your attention to this matter. Please contact the undersigned should you have any questions.

Very truly yours,

MATHEWS RAILEY DeCUBELLIS & GOODWIN, P.A.



Daniel L. DeCubellis

DLD:bkc
Enclosures

APPROVED
AND
FILED
97 JAN 17
8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 2A Rm
1/17/97
196000000058

STATEMENT OF RESIGNATION
OF REGISTERED AGENT

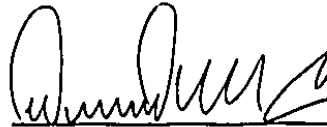
Pursuant to Section 607.0502, the undersigned David Conway, hereby resigns as the registered agent for the Florida limited liability company:

NEWAVE TELECOMMUNICATIONS, L.C.

This Statement of Resignation has been sent to the company at its principal office address of 217 Boston Avenue, Atlamonte Springs, Florida 32701, by First Class, U.S. Mail, postage prepaid.

This Statement of Registration shall not be deemed to be a termination of the registered office of the company.

DATED: December 23, 1996


David Conway
Resigning Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

37 JAN 17 4 18:59

APPROVED