

Articles of Organization

for

CHASER INTERNATIONAL, L.C.
A Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization for such Company.

ARTICLE I
Name

The name of the limited liability company ("Company") is:

CHASER INTERNATIONAL, L.C.

ARTICLE II
Address

The mailing and street address of the Company's principal office is 7951 S.W. 6th Street, Suite 206, Plantation, Florida 33324.

ARTICLE III
Registered Agent/Registered Office

The name and street address of the initial registered agent and the mailing and street address for the initial registered office for this Company are as follows:

Registered Agent:
Rafael Lander
200 N.W. 127th Avenue
Plantation, Florida 33325

Registered Office:
CHASER INTERNATIONAL, L.C.
c/o Rafael Lander
200 N.W. 127th Avenue
Plantation, Florida 33325

ARTICLE IV
Duration

The period of duration for the Company is thirty years, beginning on the date these Articles of Organization are filed by the Florida Department of State unless earlier terminated by the unanimous written agreement of all Members.

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96 JUN 11 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Continuation of Business After Certain Events

The remaining Members of the Company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, but such continuation shall occur only upon the unanimous written consent of such remaining Members.

ARTICLE VI
Management by Members

The management of the Company shall be reserved to its Members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the Members.

Each managing Member is identified as follows:

<u>Name</u>	<u>Address</u>
Lander Holdings, L.C.	100 N.E. 3rd Avenue, Suite 850 Fort Lauderdale, Florida 33301
Donald A. Saviano	13025 N.W. 1st Street Plantation, Florida 33325
Vasil M. Doudov	33 Ceder Cliff Circle Asheville, North Carolina 28803

ARTICLE VII
Admission of Additional Members

Additional Members may be admitted only upon the unanimous approval of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

ARTICLE VIII
Transfer of Member Interests

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Regulations. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE IX
Organizing Member

The name and address of the organizing Member or incorporator executing these Articles of Organization is as follows:

<u>Name</u>	<u>Address</u>
Lander Holdings, L.C.	c/o Rafael Lander 100 N.E. Third Avenue, Suite 850 Fort Lauderdale, Florida 33301

ARTICLE X
Withdrawal or Reduction of Member's Contributions to Capital

A. A Member shall not receive out of the Company's property any part of its contribution to capital until:

- (1) all liabilities of the Company, except liabilities to Members on account of their contributions to capital have been paid or sufficient property of the Company remains to pay them,
- (2) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,
- (3) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the Company.

ARTICLE XI
Amendment

The power to adopt, alter, amend or repeal the Articles of Organization or the Regulations of the Company shall be solely vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned Organizing Member has hereunto set his hand and seal this 7 day of June, 1996.

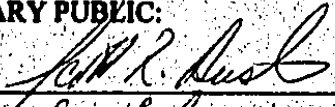
ORGANIZING MEMBER:
Lander Holdings, L.C.

By: 
Rafael Lander, Authorized Member

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this _____ day of June, 1996, by Rafael Lander, who personally appeared before me at the time of notarization and who executed the foregoing Articles of Organization and he acknowledged to and before me that he executed such instrument in his respective capacity, and who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: 
Print: Scott R. Austin
State of Florida at Large

My Commission Expires:



SCOTT R. AUSTIN
My Commission OCS41801
Expires Jan. 10, 1998

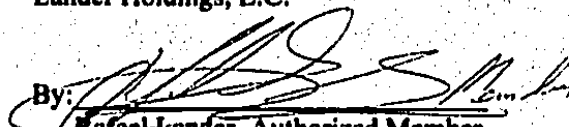
AFFIDAVIT OF MEMBERSHIP

The undersigned Member or authorized representative of **CHASER INTERNATIONAL, 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 Two Hundred Dollars (\$200).
- 3. If any, the agreed value of property other than cash contributed by Member(s) is -0- Dollars (\$-0-). A description of the property is attached and made a part hereto.
- 4. The total amount of cash or property anticipated to be contributed by Member(s) is Twenty Thousand Dollars (\$20,000). This total include amounts from 2 and 3 above.

In accordance with §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.


ORGANIZING MEMBER:
Lander Holdings, L.C.

By: 
Rafael Lander, Authorized Member

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7th day of June, 1996, by Rafael Lander who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: 
Print: SCOTT R. AUSTIN
State of Florida at Large



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

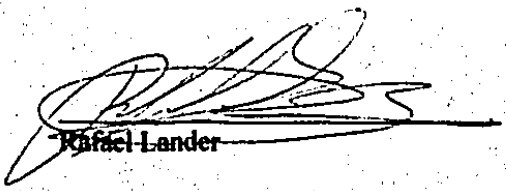
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

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 **CHASER INTERNATIONAL, L.C.**
- (2) The name and address of the registered agent and office is: Rafael Lander, 200 N.W. 127th Avenuc, Plantation, Florida 33325.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 6-7-96


Rafael Lander

L96000000636

HOUSTON & SHAHADY, P.A.

100 Northeast Third Avenue, Suite 850
Fort Lauderdale, Florida 33301-1146

Scott R. Austin

Telephone (954) 779-3800

Facsimile (954) 779-3808

August 8, 1996

600001919996
-08/13/96--01061--010
*****87.50 *****87.50

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

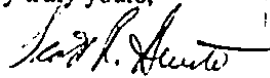
Re: Change of Corporate Name from "Chaser International, L.C."
to "Tera Systems International, L.C."

200001935142
-08/29/96--01115--005
*****17.50 *****17.50

Dear Sir or Madam:

Enclosed please find original Articles of Amendment for change of name in regard to the above-referenced entity. Also enclosed is our check in the amount of \$87.50 representing filing fee and certified copy. Please send the certified copy to us in the envelope provided and if you have any questions, please call Scott Austin at (954) 779-3800. Thank you.

Very truly yours,



Scott R. Austin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SRA:cb
Encl.

Name Change

LFS 8-26-96

~~X 989, 524, 691X~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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96 AUG 26 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 19, 1996

Scott R. Austin
% Houston & Shahday, P.A.
100 NE Third Avenue, Suite 850
Ft. Lauderdale, FL 33301-1146

SUBJECT: CHASER INTERNATIONAL, L.C.
Ref. Number: L96000000636

We have received your document for CHASER INTERNATIONAL, L.C. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment should be signed by a member or authorized representative of a member. There is a balance of \$17.50 due.

The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 296A00039369

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION OF
CHASER INTERNATIONAL, L.C.


The following provisions of the Articles of Organization of Chaser International, L.C., a Florida limited liability company ("Company") filed in Tallahassee, Florida on June 11, 1996 are hereby amended in the following particulars:

1. Article I be, and it hereby is amended to read as follows:

"The name of the limited liability company ("Company") is TERA SYSTEMS INTERNATIONAL, L.C."

The foregoing Amendment was duly approved and adopted by the managing Members of the Company on the 24th day of July, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of TERA SYSTEMS INTERNATIONAL, L.C. have executed these Articles of Amendment this 24th day of July, 1996.


Rafael Lander, President
and Authorized Member

Donald A. Saviano, Secretary
and Authorized Member

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared the following officers of TERA SYSTEMS INTERNATIONAL, L.C., a Florida limited liability company: Rafael Lander, as President and Donald A. Saviano, as Secretary, known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed the Articles of Amendment for the purposes therein stated, and that they are personally known to me or who each produced a Florida Driver's License for identification and who did not make such statements under oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of July, 1996.

NOTARY PUBLIC:

Sign: Charlotte A. Beumer
Print: CHARLOTTE A. BEUMER

