

1301 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0193 FAX

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 AM 11:19



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 058908 11555A

AUTHORIZATION : Patricia Pysko

COST LIMIT : \$ 140.00

ORDER DATE : August 20, 1996

ORDER TIME : 10:05 AM

ORDER NO. : 058908

CUSTOMER NO: 11555A

600001927556

CUSTOMER: Michael D. Mopsick, Esq
MICHAEL D. MOPSICK, PA
Suite 203
7000 West Palmetto Park
Boca Raton, FL 33433

RECEIVED
96 AUG 20 PM 2:16
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: CALL AND WIN PHONE CARDS
(ILLINOIS), L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS: _____

1130.

W96-17474



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS

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RESUBMIT

Please give original
submission date as file date.

August 20, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CALL AND WIN PHONE CARDS (ILLINOIS), L.C.
Ref. Number: W96000017474

We have received your document for CALL AND WIN PHONE CARDS (ILLINOIS), L.C. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00039607

RESUBMIT

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ARTICLES OF ORGANIZATION
OF
CALL AND WIN PHONE CARDS (Illinois) , L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is Call and Win Phone Cards (Illinois), L.C. ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. Mailing Address and Street Address. The Company's mailing address is 16100 Rio Rodeo, Delray Beach, FL 33446.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Michael D. Mopsick, P.A. The street address of the initial registered agent of the company is 7777 Glades Road, Suite 200, Boca Raton, Florida 33434.
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which

terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

7. Management of the Company. The management of the limited liability company is reserved to the members. The following persons will initially be the managing members:

Name and Address:

Transfer Technologies, Inc.
c/o Gary S. Redish, Esq.
Winne, Banta, Rizzi, Hetherington & Busrallian
Court Plaza North
25 Main Street
P.O. Box 647
Hackensack, NJ 07602

Cyberfast Network Systems Corp.
16100 Rio Rodeo
Delray Beach, FL 33446

CMA Consulting, Inc.
231 E. Jefferson Street
Winchester, IL 72694

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of

8/14, 1996.


TRANSFER TECHNOLOGIES, INC.
BY: GARY S. REDISH, V.P.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
DOMESTIC LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Call and Win Phone Cards (Illinois), 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 \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,000.00 (a description of the property is attached and made a part hereof); and
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 2,000.00. This total includes amounts from 2 and 3 above.



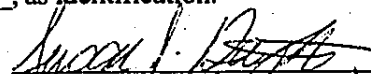
STATE OF NEW JERSEY)
) SS:
COUNTY OF BERGEN)

Gary S. Redish
An Attorney at Law
of New Jersey

SWORN AND SUBSCRIBED TO before me this 14 day of August, 1996, by
Gary S. Redish, who is personally known to me or who has produced
_____ as identification.

My Commission Expires:

SUSAN J. DOUGHTY
Notary Public of New Jersey
My Commission Expires 5/19/98


Susan J. Doughty
NOTARY PUBLIC, State of New Jersey

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

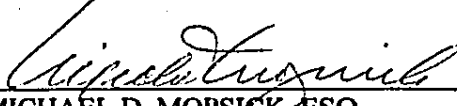
PURSUANT TO THE PROVISIONS OF §608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is CALL AND WIN PHONE CARDS (Illinois), L.C.
2. The name and address of the registered agent and office is: MICHAEL D. MOPSICK, ESQ., 7777 Glades Road, Suite 200, Boca Raton, County of Palm Beach, State of Florida 33434.

ACKNOWLEDGEMENT

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.

8/19/96
DATE


MICHAEL D. MOPSICK, ESQ.
Registered Agent
MICHAEL D. MOPSICK, P.A.
7777 Glades Road
Suite 200
Boca Raton, Florida 33434
(407) 367-9505