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10/02/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ROBERT N. ALLEN, JR., P.A.

ACCT#: 073324000422

CONTACT: RICK MAJANDAS

PHONE: (305) 372-3300

FAX #: (305) 379-7010

NAME: EL PRADO VENTURES, LLC

AUDIT NUMBER.....H96000013862

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

F&T.CHARGE.. \$285.00

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Fax Audit Number: H960000138623

**ARTICLES OF ORGANIZATION  
OF  
EL PRADO VENTURES, LLC**

96 OCT -3 PM 1:35  
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TALLAHASSEE, FLORIDA

These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 2nd day of October, 1996.

1. **Name.** The name of the limited liability company is **EL PRADO VENTURES, LLC.**

2. **Duration.** The company shall have a duration of thirty (30) years from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 608.

3. **Address.** The address of the company's principal office shall be:

601 Brickell Key Drive, Suite 805  
Miami, Florida 33131

4. **Registered Agent and Address.** The initial registered agent of the company is Allen & Galego, the address of which is:

601 Brickell Key Drive, Suite 805  
Miami, Florida 33131.

5. **New Members.** The members may admit new members upon agreement of the members upon terms determined hereafter by the members.

6. **Continuation.** Upon occurrence of an event listed in Florida Statute 608.407(1)(f), the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.

**Preparer:**

Ricardo Bajandas

Allen & Galego\*\* (see fictitious name filing for registered agent)

Attorneys at Law

601 Brickell Key Drive, Suite 805

Miami, Florida 33131

Ph. (305) 372-3300

FL BAR NO. 987750

Fax Audit Number: H96000013862

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Articles of Organization  
El Prado Ventures, LLC  
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7. **Management.** The company shall be managed by its designated manager until the first annual meeting of the members or until a successor is elected and qualifies. The designated manager's name and address is as follows:

Robert E. Legault  
601 Brickell Key Drive, Suite 805  
Miami, Florida 33131

8. **Powers.** This company shall have powers listed in Florida Statute 608.404.

9. **Transferability.** No member may transfer his, her or its interest in the company without the consent of the other members.

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

11. **Arbitration.** Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

The undersigned executed these Articles of Organization effective as of the date above first stated.



Robert E. Legault, Managing Member

Preparer:  
Ricardo Bajandas  
Allen & Galego\*\* (see fictitious name filing for registered agent)  
Attorneys at Law  
601 Brickell Key Drive, Suite 805  
Miami, Florida 33131  
Ph. (305) 372-3300  
FL BAR NO. 987750

Fax Audit Number: H96000013862

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
EL PRADO VENTURES, LLC  
LIMITED LIABILITY COMPANY**

The undersigned member of EL PRADO VENTURES, LLC deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$375,000.00
- 3) the total amount of cash or property anticipated to be contributed by the members is \$400,000.00. This total includes the amount from 2 above.

  
Robert E. Legault, Managing Member

Fax Audit Number: H96000013862

Fax Audit Number: H960000138623**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 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:

**EL PRADO VENTURES, LLC**

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

**Allen & Galego  
601 Brickell Key Drive  
Suite 805  
Miami, Florida 33131**

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TALLAHASSEE, FLORIDA

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.

Dated as of the 2nd day of October, 1996.

**SIGNED:**

**Allen & Galego**

**BY:**

  
**Nora Galego, Vice-President**

Fax Audit Number: H96000013862

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3053797010 ALLEN & CARRILLO

AUG 12 1997

90/11/97

FLORIDA DIVISION OF CORPORATIONS  
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9:51 AM

((H97000013184 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ROBERT N. ALLEN, JR., P.A.  
CONTACT: TESSA AQUILAR  
PHONE: (305) 372-3300

ACCT#: 073324000622

FAX #: (305) 379-7010

NAME: EL PRADO VENTURES, LLC

AUDIT NUMBER.....H97000013184

DOC TYPE.....LIMITED LIABILITY AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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TALLAHASSEE, FLORIDA

97 AUG 12 PM 2:18

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FAX AUDIT NUMBER H97000013184

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF ORGANIZATION OF  
EL PRADO VENTURES, LLC

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97 AUG 12 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 608 of the Florida Statutes, El Prado Ventures, LLC, a Florida Limited Liability Company, (the "Company"), adopts the following Articles of Amendment to its Articles of Organization:

Amendment

The Company's Articles of Organization are amended by deleting the existing Article 1 and inserting the following in its stead:

ARTICLE 1.

The name of the limited liability company is Networknet, LLC (the "Company").


Date of Adoption

The amendment was adopted on the 7th day of August, 1997.

Manner of Adoption

The amendment was adopted by written consent of all the Members in accordance with Chapter 608 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Amendment on this 7th day of August, 1997.

  
Robert E. Legault  
Managing Member

Preparer:

Robert N. Allen, Jr., Esq.  
Allen & Galego \*\*(fictitious name filed for registered agent)\*\*  
601 Brickell Key Drive, Suite 805  
Miami, Florida 33131  
Ph. (305) 372-3300  
FL BAR NO. 0329576

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