

10/04/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000013949 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOSEPH C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: GLOBAL VCON, L.C.

AUDIT NUMBER.....H96000013949

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$293.75

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JB

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**Articles of Organization
of
Global VCOM, L.C.**

Article I. Name

The name of this Florida limited liability company is:
Global VCOM, L.C.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Global VCOM, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Timothy L. Whalen
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0666

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TALLAHASSEE, FLORIDA

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Article VI. Dissolution

The death, insanity, bankruptcy, retirement, resignation or expulsion of a member shall cause a dissolution of the Company, except that all remaining members of the Company may vote within 30 days after any of these events to continue the legal existence of the Company, in which case the Company shall not dissolve.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the members. The name and address of each managing member is:

Raymond Watts
301 Clematis Street, Suite 200
West Palm Beach FL 33401

James Croley
301 Clematis Street, Suite 200
West Palm Beach, FL 33401

Article IX. Company Existence

The Company's existence shall begin effective as of October 4, 1996

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Raymond Watts, Member
Brian R. Fois as attorney-in-fact

Date: October 4, 1996

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:
Global VCOM, L.C.

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Raymond Watts, Member
Brian R. Fons as attorney-in-fact

Date: October 4, 1996

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

LIMITED LIABILITY COMPANY:
Global VCOM, L.C.

REGISTERED AGENT:
Timothy L. Whalen
301 Clematis Street, Suite 200
West Palm Beach FL 33401

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Timothy L. Whalen
Brian R. Fons as attorney-in-fact

Date: October 4, 1996

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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12/30/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: GLOBAL VCOM, L.C.
AUDIT NUMBER.....H96000018170
DOC TYPE.....DISSOLUTION
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. ~~400.00~~ 52.50

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Diss.



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

December 31, 1986

GLOBAL VCOM, L.C.
301 CLEMATIS ST. STE 200
WEST PALM BEACH, FL 33401

SUBJECT: GLOBAL VCOM, L.C.
REF: L96000001049

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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

Please list the name of the individual who prepared the document. If this person is an attorney, you will need to list their Florida Bar number.

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) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H96000018170
Letter Number: 696200057777

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DIVISION OF CORPORATIONS

FROM: RICHARD B. COMITER KULUNAS SCHEPPS

DEC. 30, 1996 11:58 AM
PHONE NO. 1 407 835 9602

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**ARTICLES OF DISSOLUTION
OF
GLOBAL VCOM, L.C.**


Pursuant to Florida Statute section 608.445, the Members of GLOBAL VCOM, L.C. (the "Company") hereby submit these Articles of Dissolution to the Florida Secretary of State for the purpose of dissolving the Company.

1. The name of the Company is GLOBAL VCOM, L.C.
2. The effective date of the Company's dissolution is December 30, 1996.
3. Pursuant to Florida Statute section 608.441(d), the Company is dissolved due to it having fewer than two members.
4. All debts of the Company have been paid or discharged.
5. The net assets of the Company have been distributed to the Company's sole member.
6. There are no suits pending against the Company in any court.
7. These Articles of Dissolution will be effective upon the date of filing with the Florida Secretary of State.

Under penalties of perjury, I declare that I have read the foregoing and the facts contained herein are true, to the best of my knowledge and belief.

DATED: December 30, 1996.

GLOBAL VCOM, L.C.

By: 
Raymond C. Wark, Member of
Tele-Optics, L.C., Member

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96 DEC 31 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VCOM Global Dissolution 12/24/96
Richard B. Comiter FL Bar Member 330027
August Comiter Kulunas & Schepps, P.A.
One Clearlake Centre
250 Australian Avenue, Suite 1100
West Palm Beach, FL 33401
561-835-9600

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