

L9600000001126
L. Joseph Schmoke

7001 N. Federal Highway
Suite A-220
Boca Raton, Florida 33487

Telephone 561-907-0896
Fax 561-907-2100

October 19, 1996

VIA UPS OVERNIGHT LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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****285.00 ****285.00

Re: Articles of Organization for INTERNET SERVICE PARTNERS LLC

Dear Sirs/Mesdames:

Enclosed are two original executed copies of:

- Articles of Organization for INTERNET SERVICE PARTNERS LLC with Affidavit
- Certificate of Designation of Registered Agent/Registered Office

Enclosed is my check made payable to Department of State in the amount of \$285.00 in payment of the Filing Fee (\$250.00) and the Designation of Registered Agent (\$35.00).

Also enclosed is an addressed, postage prepaid envelope for your use in returning one original copy stamped "FILED" for my records.

Please file the Articles immediately and return one stamped copy to me in the envelope provided. Thank you for your help.

Very truly yours,



L. Joseph Schmoke

OCT 24 1996

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 22 AM 9:46

FILED

**ARTICLES OF ORGANIZATION
OF
INTERNET SERVICE PARTNERS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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96 OCT 22 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A LIMITED LIABILITY COMPANY UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF ORGANIZATION:

ARTICLE I - NAME:

The name of the Limited Liability Company is INTERNET SERVICE PARTNERS, LLC

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office is 7601 North Federal Highway, Suite A220, Boca Raton, Florida 33487-1607.

ARTICLE III - DURATION:

The period of duration for this Limited Liability Company shall commence on the date that the Articles of Organization are filed with the Florida Department of State and shall end on January 31, 2007.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company may be managed by a manager or by the members. The names, designations and addresses of the initial managing members are:

Executive Managing Member: L. Joseph Schmoke
7601 N. Federal Hwy., Suite A220
Boca Raton, FL 33487-1607

Managing Member: John W. Lark
7601 N. Federal Hwy., Suite A220
Boca Raton, FL 33487-1607

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

New members may be admitted without consent until December 31, 1996; from January 1, 1997 until the dissolution of the Limited Liability Company new members may be admitted under terms and conditions approved by majority written consent of the remaining members.

ARTICLE VI - MEMBERS RIGHT TO CONTINUE BUSINESS:

The remaining members of the Limited Liability Company have the right to continue the business on 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 Limited Liability Company.

ARTICLE VII - INITIAL REGISTERED AGENT:

The initial registered agent shall be L. Joseph Schmoke, having an address of 7601 N. Federal Hwy., Suite A220, Boca Raton, Florida 33487-1607.

ARTICLE VIII - INDEMNIFICATION:

The Limited Liability Company shall indemnify any manager or managing member to the full extent permitted by law.

ARTICLE IX - AMENDMENTS:

This Limited Liability Company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment thereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X - OPERATING AGREEMENT:

The power to adopt, alter, amend or repeal any Operating Agreement under which the operation of the Limited Liability Company and its manager or managers shall be defined shall be vested in the members, and any such adoption, alteration, amendment or repeal shall be approved in writing by all the members.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 1st day of ~~September~~ ^{OCTOBER} 1996. ²⁰

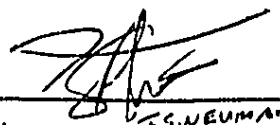


L. Joseph Schmoke, Managing Member

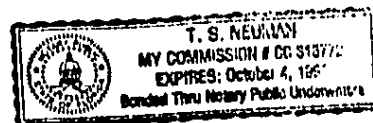
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared L. Joseph Schmoke, known to be and known to me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 1 day of ~~September~~^{OCTOBER}, 1996.



Notary Public,
State of Florida at Large



**AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS**

The Undersigned member of INTERNET SERVICE PARTNERS, 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 \$400.00; and
- 3) the total amount of cash or property anticipated to be contributed by members is \$150,000.00. This total includes the amount from 2 above.



L. Joseph Schmoke, Managing Member

Dated 10-1-96

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

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

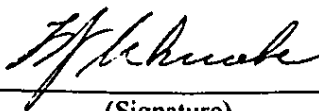
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
INTERNET SERVICE PARTNERS, LLC
2. The name and address of the registered agent and office is:

L. Joseph Schmoke
7601 N. Federal Hwy., Suite A220
Boca Raton, Florida 33487-1607

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.



(Signature)

10-1-96

(Date)