L9 7000000388

CSC *THE UNITED STATES CORPORATION COMPANY*

ACCOUNT NO. :   072100000032

REFERENCE :   316295   4344434

AUTHORIZATION :   *Patricia Pyzito*

COST LIMIT : $ 337.50

ORDER DATE :   April 2, 1997

ORDER TIME :   10:06 AM

ORDER NO.   :   316295-005

CUSTOMER NO: 4344434   **5000021338845---9**

CUSTOMER: Sherry Ross, Legal Assistant
LEONARD BURNINGHAM, ESQ

455 East 5th South
Suite 205
Salt Lake City, UT   84111

DOMESTIC FILING

NAME: ISP.NET, L.C.

EFFECTIVE DATE:

XX____ ARTICLES OF ORGANIZATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar
                          EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is: ISP.NET, L.C.

ARTICLE II - Address

The mailing and street address of the principal office of the Limited Liability Company is:

> One Independent Drive, East, Suite 2405
> Jacksonville, Florida 32202

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

> John Kozik
> One Independent Drive, East, Suite 2405
> Jacksonville, Florida 32202
>
> Greg J. Micek
> 5444 Westheimer, #2080
> Houston, Texas 77056

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: By unanimous vote of the members only.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company 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 shall be unlimited.

DATED this ___3___ day of April, 1997.

John Kozik

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.4115 or 608.507, Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.
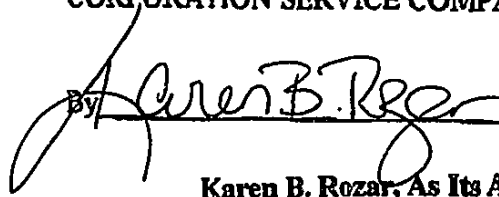
1.   The name of the limited liability company is: ISP.NET, L.C.

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

>   Corporation Service Company
>   1201 Hays Street
>   Tallahassee, Florida 32301

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

                                    CORPORATION SERVICE COMPANY

Date: 4-4-97   By Karen B. Rozar

                                    Karen B. Rozar, As Its Agent

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TALLAHASSEE, FLORIDA
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ISP.NET, L.C. deposes and says:

1. The above named Limited ILiability Company has at least two members.

2. The total amount of cash contributed by the members is $ _500_

3. If any, the agreed value of property other than cash contributed by members is $ _∅_

   A description of the property is attached and made a part hereto.

4. The amount of cash or property anticipated to be contributed by members is $ _500_

5. The total amount of 2, 3 and 4 is $ _1,000_

Date: ___4|3|97___ .

_____
John Kozik