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April 22, 1997

Secretary of State of Florida
New Filings/Limited Liability Companies
409 East Gaines Street
Tallahassee, Florida 32399

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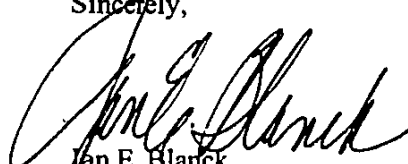
Re: Future Microwave Systems, LC

Ladies and Gentlemen:

Enclosed are Articles of Organization, in duplicate, as prepared for the above-referenced proposed Florida limited liability company. Also enclosed is our check in the amount of \$337.50 in payment of filing fees and a certified copy of the Articles of Organization. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,


Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

cc: Robert C. White, Jr., Esq.

APR 24

BSB

SPECIFIC POWER OF ATTORNEY

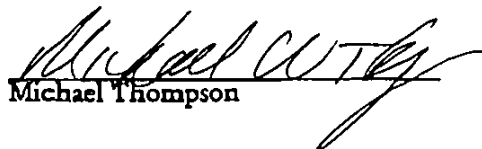
KNOW ALL MEN BY THESE PRESENTS:

That Michael Thompson has made, constituted and appointed, and by these presents, does make, constitute and appoint, Robert C. White, Jr., as the his true and lawful attorney, for him and in his name, place and stead -

to execute and deliver any and all documents pertaining to the formation of a Florida limited liability company, including, but not limited to articles of organization and required affidavits.

AND I hereby give and grant unto my said attorney in fact full power and authority to do and perform every act necessary, requisite or proper to be done in and about the premises as fully as I might or could do were I personally present, with full power of substitution and revocation, hereby ratifying and confirming all that my said attorney shall lawfully do or cause to be done by virtue hereof.

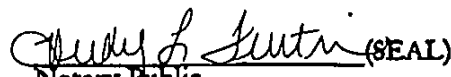
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of April, 1997.


Michael Thompson

STATE OF California
COUNTY OF San Diego

The foregoing instrument dated April 18, 1997 was acknowledged before me this 18th day of April, 1997, by Michael Thompson who is known to me or who has produced _____ as identification ~~of~~

My commission expires:
Oct 9, 1999

 (SEAL)
Notary Public
Serial No.

MI-41223.01



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FUTURE MICROWAVE SYSTEMS, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer of Future Microwave Systems, L.C. under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE I.

NAME

The name of this limited liability company (the "Company") is Future Microwave Systems, L.C.

ARTICLE II.

ADDRESS

The mailing and street address of the principal office of the Company shall be 1751 N.W. 79th Avenue, Miami, Florida 33126.

ARTICLE III.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's registered office shall be 201 South Biscayne Boulevard, Miami Center - 20th Floor, Miami, Florida 33131, and the registered agent for the Company at that address shall be Robert C. White, Jr., Esq.

ARTICLE IV.

DURATION

Except as provided in the Company's Operating Agreement (the "Operating Agreement"), the duration of the Company shall be perpetual.

ARTICLE V.

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE VI.
ORGANIZOR**

The name and street address of the organizer to these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	KIRKPATRICK & LOCKHART LLP Miami Center - 20 th Floor 201 South Biscayne Boulevard Miami, Florida 33131

**ARTICLE VII.
MANAGEMENT BY MANAGERS**

The Company shall be managed by managers (the "Managers") as further provided in the Operating Agreement. Except as specifically authorized by the Managers, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company. The names and addresses of such Managers who are to serve as Managers of the Company until the first annual meeting of the Members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
1. Michael Thompson	1751 N.W. 79 th Avenue Miami Florida 33126
2. Augusto Arevalo	1751 N.W. 79 th Avenue Miami Florida 33126

**ARTICLE VIII.
ADMISSION OF NEW MEMBERS**

The Company may admit new Members as provided in the Operating Agreement. As provided in the Operating Agreement, the transferee of a membership unit (a "Unit") shall become a full Member of the Company upon the effectiveness of such transfer.

**ARTICLE IX.
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c) (1995), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE X.
AMENDMENT OF ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT

The Articles of Organization and the Operating Agreement may each be amended by a vote of the Members who own at least sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the outstanding Units.

ARTICLE XI.
RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 22nd day of April, 1997.

By:

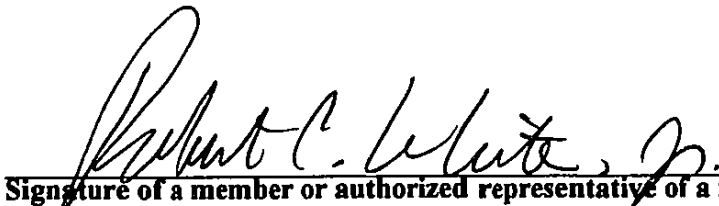
Name Robert C. White, Jr.

Authorized Representative of a Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Future Microwave Systems, 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 members is: \$ 0
- 3) if any, the agreed value of property other than cash contributed by members is: \$ 0
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: \$200,000.00
- 5) the total amount of 2, 3 and 4 is: \$200,000.00


Signature of a member or authorized representative of a member

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

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
OF
FUTURE MICROWAVE SYSTEMS, L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 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: FUTURE MICROWAVE SYSTEMS, L.C.
2. The name and address of the registered agent and office is:

Robert C. White, Jr., Esq.
Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard, Suite 2000
Miami, Florida 33131

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)

April 22, 1997
(Date)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA