



**THE UNITED STATES
CORPORATION
COMPANY**

L98000000183

ACCOUNT NO. : 072100000032

REFERENCE : 698637 80499A

AUTHORIZATION :

COST LIMIT : \$ 337.50

ORDER DATE : February 9, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 698637-005

CUSTOMER NO: 80499A

CUSTOMER: Terrance J. Mullin, Esq
JAMERSON SUTTON SURLAS &
MULLIN LLP
Penthouse 2, Gables Int Plaza
2655 Lejeune Road
Coral Gables, FL 33134

DOMESTIC FILING

NAME: EMSCA, L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

CF-285.00
CERT 52.50

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TALLAHASSEE, FLORIDA

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L98-183

Name Availability	CF-285
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Sandra B. Mortham
Secretary of State

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February 9, 1998

JON BOWLING
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: EMSCA, L.C.
Ref. Number: W98000002854

RESUBMIT

Please give original
submission date as file date.

We have received your document for EMSCA, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the ARTICLES OF ORGANIZATION, the company must submit an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use our attached form, or draw up your own document.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 598A00007305

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

JON BOWLING
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: EMSCA, L.C.
Ref. Number: W98000002854

We have received your document for EMSCA, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Affidavit that has been submitted indicates that \$50,000.00 in non-cash property is being contributed. If that is so, you must attach a brief description of the property. PLEASE NOTE that this description can be VERY BRIEF.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 098A00007974

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ARTICLES OF ORGANIZATION
OF
EMSCA, L.C.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the limited liability company is EMSCA, L.C.

ARTICLE II
DURATION

The period of duration for the limited liability company shall be perpetual.

ARTICLE III
ADDRESS

The mailing address and street address of the principal office of the limited liability company is c/o Fernando Ortiz, C.P.A., 132 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the limited liability company in the State of Florida is 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this limited liability company at that address is Terrance J. Mullin, P.A.

ARTICLE V
ADMISSION OF NEW MEMBERS

The addition of new members shall require the unanimous consent of the members.


ARTICLE VI
CONTINUATION AFTER INVOLUNTARY TERMINATION

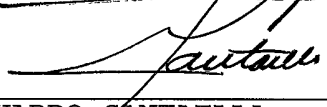
In the event of termination of the limited liability company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which involuntarily terminates the limited liability company, then, in that event, the remaining and/or surviving members shall be fully entitled to continue the business of the limited liability company provided that members owning more than fifty percent (50%) of the ownership interests then remaining shall have agreed to do so in writing.

ARTICLE VII
MANAGEMENT

The limited liability company will be managed by the members. The name and address of the managing member is CARLOS SANTAELLA, with an address of 125 Gavilan Avenue, Coral Gables, Florida 33143.

IN WITNESS WHEREOF, members Carlos Santaella and Eduardo Santaella, have executed these articles of organization this 5 day of February, 1998.



CARLOS SANTAELLA


EDUARDO SANTAELLA

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

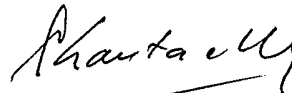
The undersigned member of EMSCA, L.C. deposes and says:

1. The above-named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$50,000.00.

3. The agreed value of property other than cash contributed by the members is \$50,000.00.

4. The total amount of cash or property anticipated to be contributed by the members is \$100,000.00, which total includes amounts from items 2 and 3 above.



CARLOS SANTAELLA

(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)

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

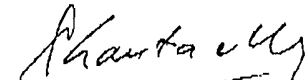
The undersigned member of EMSCA, L.C. deposes and says:

1. The above-named limited liability company has at least two members.

2. The total amount of cash contributed by the members is \$50,000.00.

3. The agreed value of property other than cash contributed by the members is \$50,000.00. The property consists of computer equipment, and various software applications.

4. The total amount of cash or property anticipated to be contributed by the members is \$100,000.00, which total includes amounts from items 2 and 3 above.


CARLOS SANTAELLA

(IN ACCORDANCE WITH SECTION
608.408(3), FLORIDA STATUTES, THE
EXECUTION OF THIS AFFIDAVIT
CONSTITUTES AN AFFIRMATION UNDER THE
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