



THE UNITED STATES
CORPORATION
COMPANY

L98000000242

ACCOUNT NO. : 072100000032

REFERENCE : 720862 4381472

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 337.50

ORDER DATE : February 26, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 720862-005

CUSTOMER NO.: 4381472

CUSTOMER: Marshall Harris, Esq
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

400002441434--0

DOMESTIC FILING

NAME: PRASARA TECHNOLOGIES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 PM 4:05

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DIVISION OF CORPORATIONS
98 FEB 26 PM 4:05
98 FEB 26 AM 11:35
DIVISION OF CORPORATIONS

2/26/98

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

PRASARA TECHNOLOGIES, L.C.

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ARTICLE I - NAME

The name of the Limited Liability Company is **PRASARA TECHNOLOGIES, L.C.**

ARTICLE II - PRINCIPAL OFFICE

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

200 West Sweetwater Creek Dr.
Longwood, FL 32779

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ARTICLE III - DURATION

The period of duration for the Company shall be thirty (30) years from the date of filing of these Articles of Organization unless sooner terminated or dissolved as provided under the Articles of Organization, the Regulations or the Florida Limited Liability Company Act.

ARTICLE IV - MEMBERSHIP INTERESTS

The authorized capital of the Company shall be comprised of 1,000,000 shares of preferred membership interest, par value \$.001 per share ("Preferred Shares"), and 1,000,000 shares of common membership interest, par value \$.001 per share ("Common Shares"). Each Common Share shall entitle the holder thereof to cast one (1) vote on all matters submitted to vote of the membership of the Company. The managers of the Company shall have the authority, in their discretion, by resolution duly adopted by the managers, to designate one or more series of Preferred Shares and to determine the preferences, limitations and relative rights of each such series of Preferred Shares, including without limitation voting rights, rights as to dividends, rights on liquidation, and rights of conversion.

ARTICLE V - MANAGEMENT

The Company is to be managed by managers and the names and addresses of the management managers who are to serve until the first annual meeting of members or until their successors are elected and shall so qualify are:

Robert A. Montgomery
200 West Sweetwater Creek Dr.
Longwood, FL 32779

Scott G. Wilcox
200 West Sweetwater Creek Dr.
Longwood, FL 32779

Praveen Rao
200 West Sweetwater Creek Dr.
Longwood, FL 32779

The managers shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions relating to the regulation and management of the affairs of the Company.

ARTICLE VI - DISSOLUTION

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by written agreement among holders of a majority of Common Shares then outstanding, continue the business of the Company.

ARTICLE VII - ADMISSION OF NEW MEMBERS

New members may be admitted to the Company upon consent of members holding a majority of the Common Shares then outstanding.

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT


The Registered Office of the Company shall be 390 North Orange Avenue, Suite 1100, Orlando, Florida 33801. The registered agent at such office shall be B&C Corporate Services of Central Florida, Inc.

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IN WITNESS WHEREOF, this Articles of Organization has been subscribed this ___ day of February __, 1998, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

MEMBERS:


ROBERT A. MONTGOMERY


PRAVEEN RAO


SCOTT G. WILCOX

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned, a member of Prasara Technologies, 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 member(s) is:

\$ - 0 -

- (3) If any, the agreed value of property other than cash contributed by member(s) is:

\$ - 0 -

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

- (4) The amount of cash or property anticipated to be contributed by member(s) is:

Cash Capital Contribution

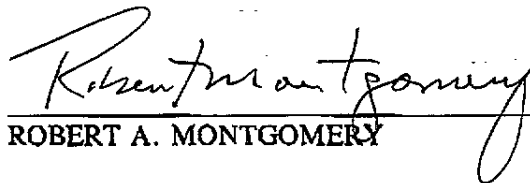
\$ 1,000,000

Cash Loans

\$ - 0 -

- (5) The total amount of 2, 3, and 4 is:

\$ 1,000,000


ROBERT A. MONTGOMERY

(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/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 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:

PRASARA TECHNOLOGIES, L.C.

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

B&C Corporate Services of Central Florida, Inc.
390 North Orange Ave., Suite 1100
Orlando, FL 32801

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 this 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.

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.

By: *J. Burton Spraker*

Title: *Vice President*

Date: *2/25/98*

Filing Fee: \$35 for Designation of Registered Agent