

L98000001042

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL 13 PM 2:13

FILED

SUBJECT: FLORIDA WSS #6, L.L.C.  
(Proposed limited liability company name - must include suffix)

900002586639-4  
-07/13/98-01077-001  
\*\*\*\*346.25 \*\*\*\*346.25

Enclosed is an original and one (1) copy.

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Filing fee for articles of organization of Florida Limited Liability Company:

CM

\$250.00 Filing fee for Articles of Organization and Affidavit  
~~\$35.00~~ Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50.  
**Please send one check for the total amount made payable to the Florida Department of State.**

FROM: CAREY GATFELMAN  
Name (Printed or typed)

1900 NW CORPORATE BLVD STE 400 E  
Address

BOCA RATON, FLORIDA 33431  
City, State & Zip

561-988-2555  
Daytime Telephone number

**ARTICLES OF ORGANIZATION**

**OF**

**FLORIDA WSS #6, L.L.C.**

I, the undersigned natural person of the age of eighteen (18) years of age or more, acting as the organizer of a limited liability company under the Florida Limited Liability Company Statutes, do hereby adopt the following Articles of Organization for such limited liability company.

**ARTICLE I - Name:**

The name of the Limited Liability Company is Florida WSS #6, L.L.C.

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**ARTICLE II - Address:**

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

Florida WSS #6, L.L.C.  
1900 NW Corporate Blvd  
Ste 400 E  
Boca Raton, FL 33431

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall commence on the date of his Agreement and shall be dissolved on the earlier of (i) written Agreement by all Partners (ii) dissolution for any reason that may be set forth herein (iii) twenty five years from the date hereof.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

897-59964  
Cast Communications, Inc.  
1900 NW Corporate Blvd.  
Ste. 400 E  
Boca Raton, FL 33431

### ARTICLE V - Admission of Additional Members:


In the event that the Company is required to seek additional funding in order to carry out its business in addition to any loans which may be obtained, a majority of the Voting Units, shall, at a meeting of Members called for that purpose or written consent, authorize the sale of additional Voting Units beyond the Fifty (50) authorized Units at a price or prices to be determined by such a majority vote. Provided, however, before the Company shall sell any additional Units, it shall first offer each existing Member the right but not the obligations to purchase additional Units on a pro rata basis, which right expires after a period not to exceed 10 days. The Members who elect to purchase additional Units shall have the additional right to purchase un-subscribed Units. This additional right shall again be on a pro-rata basis. The exercise of all rights offered under this provision shall be indicated in writing.

### ARTICLE VI - Members Rights to Continue Business:

In the event of 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, the remaining Members shall be deemed to have agreed to continue the business of the Company under the terms of this Agreement unless Members holding a majority of the Voting Units vote to allow the Company to be dissolved and such vote occurs within 90 days of the event otherwise causing dissolution. Upon the occurrence or such an event, the Company shall promptly provide notice to all Members.

IN WITNESS WHEREOF, I have hereunto set my hand on this the 10<sup>th</sup> day of

July, 1998.

x   
Cary Lifshon  
Cast Communications, Inc.  
Organizing Member

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of FLORIDA WSS #6, L.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 \$ 15,000
- 3) if any, the agreed value of property other than cash contributed by member(s) 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 member(s) is \$ 15,000  
This total includes amounts from 2 and 3 above.

*[Signature]* Organizing Member  
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/REGISTERED OFFICE**

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: \_\_\_\_\_

FLORIDA WSS #6, L.L.C.

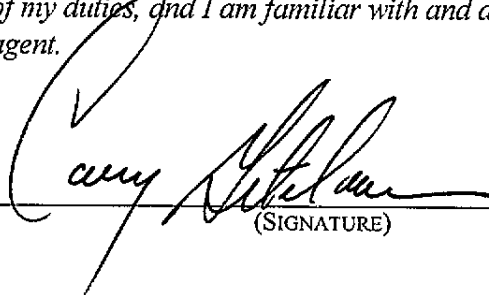
2. The name and address of the registered agent and office is:

CAROL GUTELMAN  
(NAME)

1900 NW CORPORATE BLVD STE 400 E  
(P. O. Box NOT ACCEPTABLE)

BOCA RATON, FLORIDA 33431  
(CITY/STATE/ZIP)

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)

7/10/98  
(DATE)