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Mark Hankins, P.A.

Mark Hankins, Esq.
501 Caligula Ave
Coral Gables, FL 33146

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

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-07/22/98--01045--004
****337.50 ****337.50

RE: Commsultnet, L.L.C.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation, and funds of \$337.50 representing the filing fee, certificate fee and designation of registered agent fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins, Esq.

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98 JUL 22 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98-1180

Name	RM-24
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Acknowledgement	
W. P. Verifier	

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

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TALLAHASSEE FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Commsulnet L.L.C.

ARTICLE II - Address:

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

Commsulnet L.L.C.
5229 S.W. 140th Place
Miami, FL 33175

ARTICLE III - Duration:

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

30 years

ARTICLE IV - Management:

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

Eduardo Garcia
5229 S.W. 140th Place
Miami, FL 33175

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:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

The right 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:

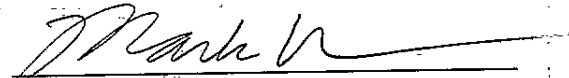
The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

FLORIDA INCORPORATORS, INC.
1221 Brickell Ave., Ste. 900
Miami, FL 33131

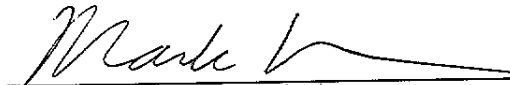
DATED: July 14, 1998


Mark Hankins
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

FLORIDA INCORPORATORS, INC.

By: 
Mark Hankins
President

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TALLAHASSEE, FLORIDA

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent are:

Florida Incorporators, Inc. shall be the Registered Agent, located at 1211 Brickell Avenue, Suite 900, Miami, Florida 33131.

Florida Incorporators, Inc. is familiar with and accepts the duties as Registered Agent.

Florida Incorporators, Inc.

By: Mark Hankins 7/14/98
Mark Hankins Date
President
Florida Incorporators, Inc.

ARTICLE IX INCORPORATOR

The incorporator to these Articles of Incorporation is as follows:

Steven E. Shapiro, Managing Member of IntelliSource Marketing Group LLC shall be the incorporator for this corporation.

The location address is 1200 West Hillcrest Drive, Suite 202, Thousand Oaks, California 91320.

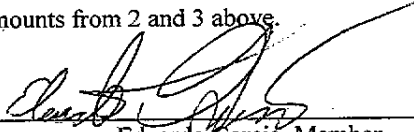
Steven E. Shapiro 7-13-98
Steven E. Shapiro Date
Incorporator

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Commsulnet, 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 members is \$1,000.
- 3) If any, the agreed value of property other than cash contributed by member(s) is: NONE.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$25,000. This total includes amounts from 2 and 3 above.



Eduardo Garcia, Member

Signature of a member or authorized representative of a member.

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

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