



THE UNITED STATES
CORPORATION
COMPANY

L98000001280

ACCOUNT NO. : 072100000032

REFERENCE : 910950 4352702

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 337.50

ORDER DATE : July 30, 1998

ORDER TIME : 2:07 PM

ORDER NO. : 910950-005

CUSTOMER NO: 4352702

CUSTOMER: William G. Lambrecht, Esq
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

700002603407--7

DOMESTIC FILING

NAME: KARIS CONSULT, L.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: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 AM 9:41

RECEIVED
98 JUL 30 PM 3:23
DIVISION OF CORPORATION

(4)
BK 7/31/98

**ARTICLES OF ORGANIZATION
OF
KARIS CONSULT, L.L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 9:41

The undersigned subscribes to these Articles of Organization to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

1. Name. The name of the limited liability company is KARIS Consult, L.L.C.
2. Duration. The existence of the limited liability company shall commence on July 29, 1998 and be perpetual.
3. Principal Office. The mailing address and the street address of the principal office of the limited liability company is:

200 S. Orange Avenue
Sarasota, FL 34236

4. Registered Agent. The name of the initial registered agent, and the address of the initial registered office, of the limited liability company is:

William G. Lambrecht
200 S. Orange Avenue
Sarasota, FL 34236

By execution hereof, the undersigned accepts appointment as registered agent of the limited liability company and acknowledges that he is familiar with and accepts the obligations of that position.

5. Additional Members. The existing members of the limited liability company may admit additional members upon the unanimous consent of the then existing members and payment of a capital contribution by the new members, in cash or property, to be determined at the time of such admission by the then existing members.

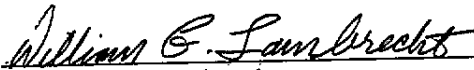
6. Continuation of Business. In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of the limited liability company, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall continue in existence and the remaining members may continue the business of the limited liability company unless the majority-in-interest of the then remaining members consent in writing to the dissolution of the limited liability company.

7. Manager. The limited liability company is to be managed by a manager. The name and address of the manager who is to serve until the first annual meeting of members, or until his successor is elected and qualifies, are as follows:

Volker Backhaus
200 S. Orange Avenue
Sarasota, FL 34236

8. Amendment. These Articles of Organization may be amended in the manner provided in the Regulations of the limited liability company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 29th day of July, 1998.


William G. Lambrecht
Authorized Representative of
KARIS Consult Gesellschaft für
Informationstechnologie-beratung und
-entwicklung mbH, a company organized
under the laws of Germany

WGL-321807.1

LIMITED LIABILITY COMPANY AFFIDAVIT

STATE OF FLORIDA
COUNTY OF SARASOTA

William G. Lambrecht, an authorized representative of KARIS Consult Gesellschaft für Informationstechnologie-beratung und -entwicklung mbH, a company organized under the laws of Germany, a member of KARIS Consult, L.L.C., a Florida limited liability company (the "Company") deposes and says:

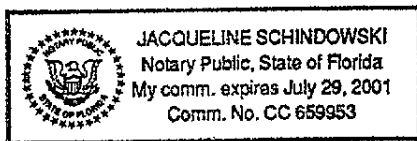
1. The Company has one member.
2. \$10,000 U.S.D is being contributed by the member at the time of formation. No other property is being contributed at the time of formation.
3. \$90,000 U.S.D. is anticipated to be contributed by the member.
4. No property other than cash is anticipated to be contributed by the member.

Signed this 29th day of July, 1998.

William G. Lambrecht
William G. Lambrecht
Authorized Representative

SWORN TO AND SUBSCRIBED before me this 29th day of July, 1998 by William G. Lambrecht, who is personally known to me or who has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



Jacqueline Schindowski
Signature of Notary Public

Jacqueline Schindowski
Print Name of Notary Public

I am a Notary Public of the State of
Florida, and my commission expires on
7-29-01