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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

International Technology Investments LC

W98-27195

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DIVISION OF CORPORATIONS



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

December 7, 1998

**UCC FILING & SEARCH SERVICES**

**SUBJECT: INTERNATIONAL TECHNOLOGY INVESTMENTS, L.C.**  
Ref. Number: W98000027195

We have received your document for INTERNATIONAL TECHNOLOGY INVESTMENTS, 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 document must contain the names and street addresses of the members or managers of the limited liability company.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 198A00057570

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
INTERNATIONAL TECHNOLOGY INVESTMENTS, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company shall be International Technology Investments, L.C. (the "Company").

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company shall be c/o Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE III. PURPOSES AND POWERS**

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is A Z Registered Agent Corporation, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall be permitted to make additional contributions to the Company, only upon the unanimous consent of all of the members.

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## ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

## ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by majority written consent.

## ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there are at least two (2) remaining members.

## ARTICLE X. MANAGEMENT

The Company shall be managed by all of its members, in accordance with the Regulations adopted by the members for the management of the business and affairs of the Company. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The name and address of the initial member of the Company, which shall serve until the first annual meeting of the members or until its successor is duly qualified and elected, is:

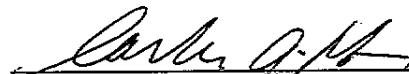
MITS Investments Corp.  
c/o Adorno & Zeder, P.A.  
2601 S. Bayshore Drive  
Suite 1600  
Miami, FL 33133

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ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 23rd day of November, 1998.

  
\_\_\_\_\_  
Carlos A. Mas, Esq.  
Authorized Representative

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned authorized representative of a member of International Technology Investments, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) members.

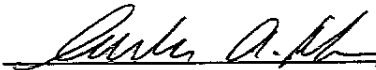
2. The agreed nominal value of cash contributions by the members at this time is \$1,000,000.00.

3. The agreed nominal value of contributions, other than cash contributed by members, is \$0.00.

4. The total amount of contributions anticipated to be contributed by members is \$12,000,000.00. This total includes amounts from items 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: November 23, 1998.

  
\_\_\_\_\_  
Carlos A. Mas, Esq.  
Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of International Technology Investments, L.C., as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

A Z REGISTERED AGENT CORPORATION,  
Registered Agent

By: Justin T. Wilson  
Justin T. Wilson  
Secretary and Treasurer

Dated: November 23, 1998

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