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GIBBONS, SMITH, COHN & ARNETT  
A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

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December 30, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 31 AM 10:37

Via Express Mail

Secretary of State  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002727480--2  
-12/31/98--01030--001  
\*\*\*\*293.75 \*\*\*\*293.75

Re: I-CAP, L.L.C.

Eff. 1/1/99

Dear Sir/Madam:

Enclosed are the following items in connection with the filing of the Articles of Organization of the above-referenced company:

1. Original Articles of Organization of I-CAP, L.L.C.;
2. Original Certificate of Designation of Registered Agent and Registered Office;
3. Original Affidavit of Membership and Contribution
4. Our check in the amount of \$293.75 to cover the following costs:

Filing Fee - Articles of Organization	\$250.00
Filing Fee - Registered Agent Designation	35.00
Certificate of Status	8.75

Once filing is completed, please forward the Certificate of Status to this firm.

Thank you for your assistance in this matter.

Sincerely,

*Roy W. Cohn*

Roy W. Cohn

Enclosures  
RWC/ms/Cp-  
cc: Earl R.H. Martin

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

## ARTICLES OF ORGANIZATION OF I-CAP, L.L.C.

These Articles of Organization are made for the purpose of forming a Florida LIMITED LIABILITY COMPANY under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608.

1. Name. The name of this Limited Liability Company is I-CAP, L.L.C. (herein the "Company").

2. The Period of Duration of the Company. In accordance with Florida Statutes, §608.409, the effective time and date of the commencement of existence of the Company shall be January 1, 1999 at 12:01 a.m. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

3. The Mailing Address and the Street Address of the Principal Office of the Company.

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

5706 Benjamin Center Drive  
Suite 116  
Tampa, FL 33634

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

5706 Benjamin Center Drive  
Suite 116  
Tampa, FL 33634

4. Registered Agent and Registered Office. The name of the initial Registered Agent of the Company is:

Roy W. Cohn, Esquire

The street address of the initial Registered Agent of the company is:

Gibbons, Smith, Cohn & Arnett, P.A.  
3321 Henderson Blvd.  
Tampa, FL 33609

5. Additional Members. Additional members to the Company may be admitted if all of the members of the Company unanimously consent, in writing, to the admission of the additional members and to the terms of admission.

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6. Right to Continue the Business of the Company. Upon 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 Company, the remaining members of the Company may, by unanimous written agreement, continue the business of the Company.

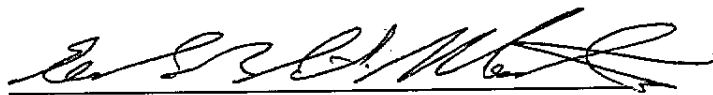
7. Management of the Company. The management of the Company is reserved to the members. The name and address of the initial managing member is:

Earl R.H. Martin  
5706 Benjamin Center Drive  
#116  
Tampa, FL 33634

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with applicable law or these Articles of Organization.

8. Regulations. The members of the company shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of all of the affairs of the Company.

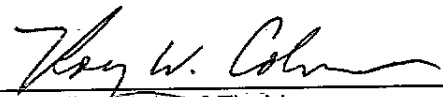
The undersigned has made and subscribed these Articles of Organization on this 30 day of December, 1998.

  
Earl R.H. Martin

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

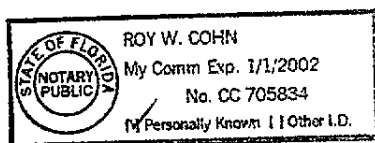
The foregoing instrument was acknowledged before me, this 30<sup>th</sup> day of December, 1998, by Earl R.H. Martin.

NOTARY PUBLIC

Sign:   
Notary Public, State of Florida

Personally Known ✓  
Produced Identification         
Type:       

[SEAL]



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, §608.415, the undersigned Limited Liability Company submits the following statement designating the Registered Agent and Registered Office in the State of Florida.

1. The name of the Limited Liability Company is I-CAP, L.L.C.
2. The name and address of the Registered Agent and the Registered Office of the Limited Liability Company is:

Roy W. Cohn, Esquire of the law firm of  
Gibbons, Smith, Cohn & Arnett, P.A.  
3321 Henderson Blvd.  
Tampa, FL 33609

Submitted this 30 day of December, 1998.


I-CAP, L.L.C.

By:   
Earl R.H. Martin, Managing Member

ACKNOWLEDGEMENT

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 the 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.

Date: Dec. 30, 1998

  
Roy W. Cohn

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned member or authorized representative of a member of I-CAP, L.L.C., upon being duly sworn, does state:

1. At the time of the commencement of the existence of I-CAP, L.L.C., the Company has one member as follows:

Earl R.H. Martin  
5706 Benjamin Center Drive  
Suite 116  
Tampa, FL 33634

2. The total amount of cash contributed by the member is \$ -0-.

3. The agreed value of the property other than cash contributed by the member is \$ 35,000.00. The property is described as being all of the tangible and intangible assets of I-CAP, Inc., a Florida corporation. The total amount of cash or property anticipated to be contributed by the member is \$ 35,000.00. This total includes the value of property other than cash set forth in the preceding paragraph.



Earl R.H. Martin

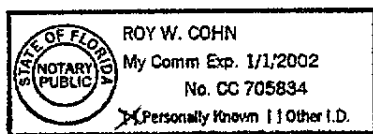
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 30<sup>th</sup> day of December, 1998, by Earl R.H. Martin.

NOTARY PUBLIC

Sign: Roy W. Cohn  
Notary Public, State of Florida

[SEAL]



Personally Known ✓  
Produced Identification           
Type: