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KEITH H. JOHNSON
BOARD CERTIFIED TAX ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

(904) 737-5930
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R. DENISE JOHNSON

January 29, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -3 AM 9:30

Re: Quality Data Communication Networks, L.L.C.

Dear Sir/Madam:

Enclosed please find the following for filing:

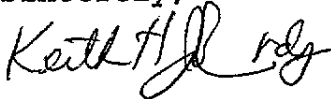
CM

1. Original and one (1) copy of the Articles of Organization for the above-referenced proposed Florida limited liability corporation; and
2. Affidavit of Membership and Contributions.

Also enclosed is a check in the amount of \$337.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,



Keith H. Johnson

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****337.50 ****337.50

Enclosures
As stated

ARTICLES OF ORGANIZATION
OF
QUALITY DATA COMMUNICATION NETWORKS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
Name

The name of the limited liability company shall be QUALITY DATA COMMUNICATIONS NETWORKS, L.L.C. ("Company").

ARTICLE II
Address

The mailing address and street address of the principal office of the company shall be 10014 North Dale Mabry, Suite 202, Tampa, Florida 33607.

ARTICLE III
Duration

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

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ARTICLE IV
Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is Keith H. Johnson, 8810 Goodby's Executive Drive, Suite A, Jacksonville, Florida 32217.

ARTICLE V
Capital Contributions

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI
Additional Capital Contributions

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII
Admission of New Members

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE VIII
Termination of Existence

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 the remaining members, provided there is at least one (1) remaining member.

ARTICLE IX
Management


The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Thomas G. Frederick, 10014 North Dale Mabry, Suite 202, Tampa, Florida 33607.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Jacksonville, Florida, on this 22nd day of January, 1999.

MEMBER:

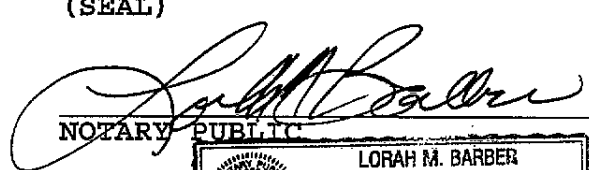
STONIER INFORMATION GROUP, INC.


By: Allen J. Steele, President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this _____ day of January, 1999, by Allen J. Steele, as President of Stonier Information Group, Inc., who is personally known to me or who has produced FDL as identification and who did (did not) take an oath.

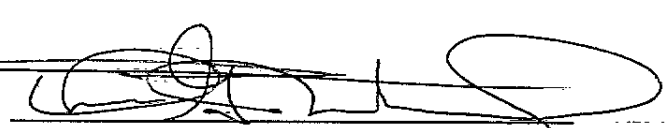
(SEAL)


NOTARY PUBLIC



MEMBER:


DOMATEK L.L.C.


By: Thomas G. Frederick, as
Manager or Agent

VIRGINIA
STATE OF ~~NEW YORK~~
COUNTY OF FAIRFAX

The foregoing instrument was acknowledged before me this 26th day of January, 1999, by Thomas G. Frederick, as Manager or Agent of Domatek L.L.C., who is personally known to me or who has produced Va. DVR. LIC. as identification and who did (did not) take an oath.

(SEAL)


NOTARY PUBLIC

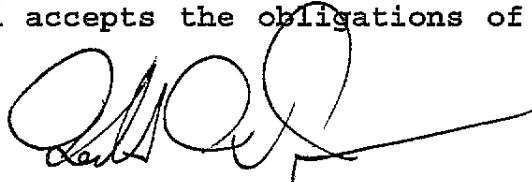
comm exp 10/31/2000

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Quality Data Communication Networks, L.L.C., as 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 or registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

January 25, 1999



Keith H. Johnson, Esquire

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Exhibit "A"

<u>Member</u>	<u>Capital Contribution</u>
Stonier Information Group, Inc.	\$5,000.00
Domatek, L.L.C.	\$5,000.00

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Quality Data Communication Networks, L.L.C., deposes and says:

1. The above-named limited liability company has two (2) members.
2. The total amount of cash contributed by the member(s) is:

<u>Member</u>	<u>Amount</u>
Domatek L.L.C.	\$5,000
Stonier Information Group, Inc.	\$5,000


3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$10,000.00. This total includes amounts from 2. and 3. above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: January __, 1999

MEMBER:

STONIER INFORMATION GROUP, INC.


By: Allen J. Steele, President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22nd day of January, 1999, by Allen J. Steele, as President of Stonier Information Group, Inc., who is personally known to me or who has produced FDL, as identification and who did (did not) take an oath.

(SEAL)




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