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Division of Corporations

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Florida Department of State

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LIMITED LIABILITY COMPANY

WebTel Solutions, L.C.

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ARTICLES OF ORGANIZATION

OF

WebTel Solutions, L.C.

The undersigned initial member of WebTel Solutions, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I
COMPANY NAME

The name of the company is WebTel Solutions, L.C.

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III
MAILING ADDRESS AND STREET ADDRESS OF COMPANY

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

1561 S. Congress Avenue, Suite 233
Delray Beach, Florida 33445

ARTICLE IV
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

THIS INSTRUMENT PREPARED BY:
Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394
Florida Bar No. 201367
(954) 467-2200

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Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard
Suite 1950
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by the unanimous consent of the members. Any new member shall be required to comply with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VI
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

In the event of 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 shall have the right to continue the business of the Company subject to and in accordance with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII
MANAGEMENT

The Company shall be managed by the members. The name and address of the initial Managing Members is set forth below:

Maureen T. Baron
1561 S. Congress Avenue, Suite 233
Delray Beach, Florida 33445

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Richard H. Jacovitz
1561 S. Congress Avenue, Suite 233
Delray Beach, Florida 33445

ARTICLE VIII
DISSOLUTION OF COMPANY


The Company may be dissolved only in accordance with the Act and the Regulations of the Company as may be adopted from time to time by the members of the Company.

ARTICLE IX
AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act and the Regulations of the Company adopted by the members from time to time.

IN WITNESS WHEREOF, the undersigned being the initial member of the limited liability company hereby executes these Articles of Organization, this 3rd day of February, 1999.

 (SEAL)
MAUREEN T. BARON

 (SEAL)
RICHARD H. JACOVITZ

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DIVISION OF CORPORATIONS

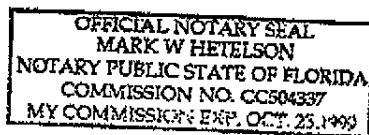
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STATE OF FLORIDA
COUNTY OF Palm Beach)

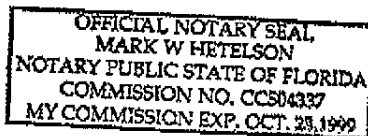
The foregoing instrument was acknowledged before me this 3 day of February, 1999, by MAUREEN T. BARON, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.



Mark W. Hetelson
Notary Public - State of Florida
My Commission Expires: Oct 23, 1999
Commission Number: CC504337

STATE OF Florida)
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 3 day of February, 1999, by RICHARD H. JACOVITZ, who is personally known to me or who has produced a New York driver's license as identification and who did take an oath.



Mark W. Hetelson
Notary Public - State of Florida
My Commission Expires: Oct 23, 1999
Commission Number: CC504337

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AFFIDAVIT RE: LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned, as managing member of WebTel Solutions, L.C., a Florida limited liability company (the "Company"), hereby certifies as follows:

1. The Company has two (2) members.
2. The amount of cash contributed by the members of the Company to date is \$500.00.
3. The amount of cash anticipated to be contributed by the members to the Company is \$1,000.00.
4. No property has been contributed.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Dated this 3 day of February, 1999.

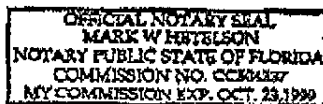
Maureen T. Baron (SEAL)
MAUREEN T. BARON

Richard H. Iacovitz (SEAL)
RICHARD H. IACOVITZ

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DIVISION OF CORPORATIONS

SWORN TO and SUBSCRIBED before me this 3 day of February, 1999 by Maureen T. Baron; who is personally known to me or has produced FL. Driver License as identification.

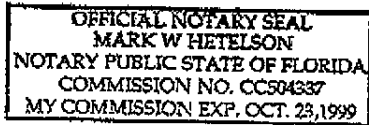


Mark W. Whitelton
Notary Public - State of Florida
My Commission No.: CC 504337
My Commission Expires: Oct 23, 1999

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SWORN TO and SUBSCRIBED before me this 3 day of February, 1999 by Richard H. Jacovitz, who is personally known to me or has produced New York as identification.
Drivers License



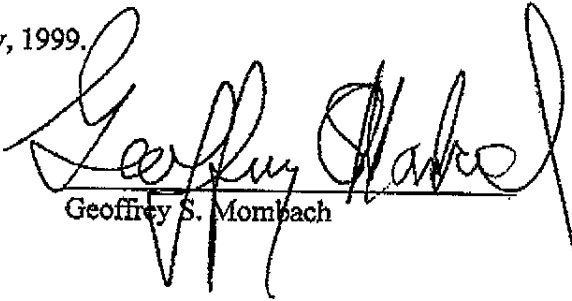
Mark W. Hetelson
Notary Public - State of Florida
My Commission No.: CC 504337
My Commission Expires: Oct 23, 1999

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I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon WebTel Solutions, L.C., a limited liability company within the State of Florida, in accordance with Section 608.407(1)(d), Florida Statutes.

DATED this 5th day of February, 1999.


Geoffrey S. Mombach

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