

**KIRKPATRICK & LOCKHART LLP**

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**L9900000/200**

February 22, 1999

Secretary of State of Florida  
New Filings/Limited Liability Companies  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
99 FEB 23 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: UMBRELLA CAPITAL, L.L.C.

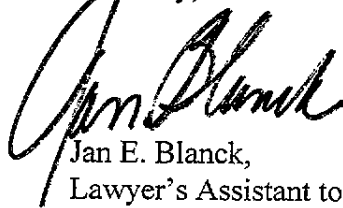
Ladies and Gentlemen:

Enclosed are Articles of Organization, in duplicate, as prepared for the above-referenced proposed Florida limited liability company. Also enclosed is our check in the amount of \$337.50 in payment of filing fees and a certified copy of the Articles of Organization. Please return the certified copy to me.

Thank you for your cooperation with this matter.

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Sincerely,

  
Jan E. Blanck,  
Lawyer's Assistant to Richard C. Bulman, Jr.

cc: Richard C. Bulman, Jr., Esq.

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**ARTICLES OF ORGANIZATION  
OF  
UMBRELLA CAPITAL, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer and as a Member or authorized representative of a Member of **Umbrella Capital, L.L.C.**, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE I.  
NAME**

The name of this limited liability company (the "Company") is **Umbrella Capital, L.L.C.**

**ARTICLE II.  
ADDRESS**

The mailing and street address of the principal office of the Company shall be 2950 SW 27<sup>th</sup> Avenue, Suite 110, Coconut Grove, Florida 33133.

**ARTICLE III.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131, and the registered agent for the Company at that address shall be Richard C. Bulman, Jr.

**ARTICLE IV.  
DURATION**

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE V.  
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

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**ARTICLE VI.  
ORGANIZER**

The name and street address of the organizer to these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Richard C. Bulman, Jr.	Kirkpatrick & Lockhart LLP 201 So. Biscayne Blvd., Suite 2000 Miami, Florida 33131

**ARTICLE VII.  
MANAGEMENT BY MANAGERS**

The Company shall be managed by managers (the "Managers") as further provided in the Operating Agreement. Except as specifically authorized by the Managers, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company. The name and address of such Manager who is to serve as Manager of the Company until the first annual meeting of the Members or until his successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Reginald Hardy	2950 SW 27 Avenue, Suite 110 Coconut Grove, Florida 33133
Vladislav Oleynik	.100 Europa Drive, Suite 180 P.O. Box 4661 Chapel Hill, NC 27514

**ARTICLE VIII.  
ADMISSION OF NEW MEMBERS**

The Company may admit new Members upon the approval of the Members holding not less than a majority of the percentage interest of the Company and provided the proposed Members assent to the terms of, and execute, the Operating Agreement. A Member may transfer his or her membership units (each, a "Unit") upon the approval of the Management Committee and the Members holding not less than a majority of the percentage interest of the Company provided the Transferee assents to the terms of, and executes, the Operating Agreement.

**ARTICLE IX.  
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

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**ARTICLE X.**  
**AMENDMENT OF ARTICLES OF ORGANIZATION**  
**AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the Members who own at least a majority of the outstanding Units, and (b) unanimous written approval of the Managers.

**ARTICLE XI.**  
**RELATIONSHIP OF ARTICLES OF ORGANIZATION**  
**TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization this 22<sup>nd</sup> day of February, 1999.

By: 

Name: Richard C. Bulman, Jr.

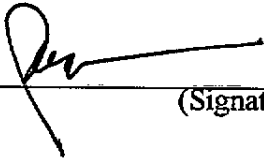
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE  
OF  
UMBRELLA CAPITAL, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: UMBRELLA CAPITAL, L.L.C.
2. The name and address of the registered agent and office are Richard C. Bulman, Jr., c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20<sup>th</sup> Floor, Miami, Florida 33131.

*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 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.*



(Signature)

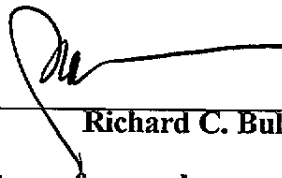
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Umbrella Capital, L.L.C., deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the members is: \$ 400,000.00
- 3) if any, the agreed value of property other than cash contributed by members is: 0  
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by members is: 0
- 5) the total amount of 2, 3 and 4 is: \$400,000.00



**Richard C. Bulman, Jr., Esq.**

**Signature of a member or authorized representative of a member**

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**DESCRIPTION OF PROPERTY - UMBRELLA CAPITAL, L.L.C.**

An Assignment by and between Umbrella Technologies, Inc., a North Carolina corporation, of its entire interest in and to intellectual property and know-how for wireless telecommunication technology and Umbrella Capital, L.L.C.

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