

L99000001892

ARTICLES OF ORGANIZATION
OF
NEXTWAVE PHOTONICS LLC

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 7
PM 12:47

ARTICLE 1 - NAME

The name of the limited liability company shall be **NEXTWAVE PHOTONICS LLC**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 7887 Bryan Dairy Road, Suite 122, Largo, Florida 33777 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in design, manufacturing and marketing of new market and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



SPIEGEL & UTRERA, P.A.

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ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager:	Doug Elerath
Vice Operating Manager:	John W. Hodges
Secretary:	Lisa L. Hodges
Treasurer:	Betzi Hitz

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). 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 member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, 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 the remaining members, provided there are at least one remaining member.



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ARTICLE 10 - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) 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 law or these Articles of Organization. The name and address of the member(s) of the Company are:

Doug Elerath
Post Office Box 454

Sandia Park, New Mexico 87047

John W. Hodges

1533 Windmill Pointe Road

Palm Harbor, Florida 34685



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ARTICLE 11 - INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.



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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this April 2, 1999.

Elsie Sanchez

Elsie Sanchez, Authorized Representative
Members

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 12:47



SPIEGEL & UTRERA, P.A.

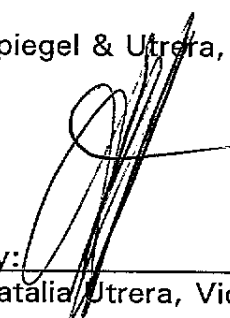
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By: 
Natalia Utrera, Vice President

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ARTLINES



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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF NEXTWAVE
PHOTONICS LLC**

The undersigned member or authorized representative of a member of
NEXTWAVE PHOTONICS LLC deposes and says:

1. the above named limited liability company has at least one member.

2. the total amount of contributions of the member(s) to NEXTWAVE
PHOTONICS LLC is as follows:

2.1 Cash: \$500,000.00

2.2 Property: \$ 0.00

A description of the property is attached and made a part
hereof.

2.3 Promissory Note: \$ 0.00

2.4 Services Rendered: \$ 0.00

3. the total amount of other obligations to contribute to NEXTWAVE
PHOTONICS LLC is as follows:

3.1 Cash: \$ 0.00

3.2 Property: \$ 0.00

A description of the property is attached and made a part
hereof.

3.3 Services to be Performed: \$ 0.00

Elsie Sanchez

Signature of a member or authorized representative

(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.)

Elsie Sanchez

Typed or printed name of above signee



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PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of NEXTWAVE PHOTONICS LLC is as follows:

None

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of NEXTWAVE PHOTONICS LLC is as follows:

None



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