

L99000002037
Tilis & Loren, P.A.

Attorneys at Law

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West Palm Beach, Florida 33401
Tel.: 561/659-6634 • Fax: 561/804-9964

March 19, 1999

VIA UPS - 2 DAY AIR

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

Re: Zap Communications, Inc.

500002813635-1
-03/22/99--01101--013
****346.25 ****346.25

Dear Sir/Madam:

CM

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity and a check for \$346.25 covering the filing fee, certified copy and certificate of good standing fees, as well as a stamped addressed envelope for the return of the documents. If you have any questions, do not hesitate to call me.

Thank you in advance for your cooperation in this matter.

Sincerely yours,

TILIS & LOREN, P.A.

Bruce E. Loren
Bruce E. Loren

[Handwritten signature/initials]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 AM 11:28

BEL/dmp
Encs.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 1999

BRUCE E. LOREN
TILIS & LOREN, P.A.
301 CLEMATIS ST., SUITE 3000
WEST PALM BEACH, FL 33401

SUBJECT: ZAP COMMUNICATIONS, INC.
Ref. Number: W99000007465

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We have received your document for ZAP COMMUNICATIONS, INC. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 199A00015659

ARTICLES OF ORGANIZATION

OF

Zap Communications and Technology, L.L.C. (a Limited Liability Company)

The undersigned, desiring to form a limited liability company in accordance with Florida Statutes §608.407 do hereby set forth:

- FIRST:** The name of the limited liability company is: Zap Communications and Technology, L.L.C.
- SECOND:** The duration of the limited liability company is perpetual.
- THIRD:** The mailing address and street address of the principal office of the limited liability company is:
- 3555 Fiscal Court
Suite #7
Riviera Beach, FL 33404
- FOURTH:** The name and street address of the limited liability company's initial registered agent in the state is:
- Bruce E. Loren, P.A.
Attention: Bruce E. Loren, Esq.
301 Clematis Street
Suite 3000
West Palm Beach, Florida 33401
- FIFTH:** Members may admit additional members on any terms and conditions subject to any limitations set forth in the Regulations of the limited liability company or in resolutions adopted by the Members, but shall be by majority vote of the Members.
- SIXTH:** The remaining Members may continue the business of the limited liability company on 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 limited liability company.

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SEVENTH: The limited liability company is to be managed by a manager or managers, and the names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify are as follows:

Ali Shamshad, Manager
3555 Fiscal Court
Suite #7
Riviera Beach, FL 33404

EIGHTH: The Members shall attach a written agreement governing the limited liability company which shall constitute the Regulations of the limited liability company to the record of the proceedings of the first meeting of the Members.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 7 day of April, 1999.



ALI SHAMSHAD, Manager

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, Bruce E. Loren, P.A. having been named to accept service of process for Zap Communications and Technology, L.L.C. at the place designated in the Articles of Organization, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

BRUCE E. LOREN, P.A.

By: 

Bruce E. Loren, its President

Dated: April 4, 1999

AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss:

ALI SHAMSHAD being duly sworn does hereby depose and say:

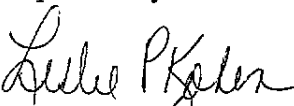
1. I make this affidavit to accompany the Articles of Organization of Zap Communications, Inc. (the "LLC").
2. The LLC has at least one member. Member Ali Shamshad has contributed \$10,000.00 to the LLC. Member Zia Saquib has contributed \$5,000.00 to the LLC. Member Prakash P. Nair has contributed \$5,000.00 to the LLC. No property other than cash has been contributed to the LLC.
3. No other cash or other property is anticipated to be contributed by members.

IN WITNESS WHEREOF, I have hereunto set my hand this 4 day of April, 1999, swearing under penalty of perjury that each of the foregoing statements to be true.

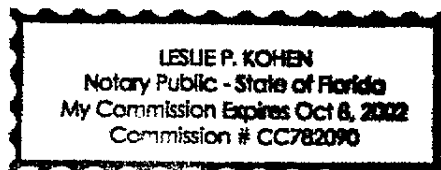


Ali Shamshad

Sworn to before me this 6th day of
April, 1999 by Ali Shamshad who
is personally known to me



, notary public



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