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CORPORATE  
ACCESS,  
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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**ARTICLES OF ORGANIZATION**  
**OF**  
**WORLD TELEPORT, L.C.**

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TALLAHASSEE, FLORIDA

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be WORLD TELEPORT, L.C. ("Limited Company").

**ARTICLE II**

**EFFECTIVE DATE**

Pursuant to Section 608.409(1), Fla. Stat. (1997), the Limited Company's existence shall begin at the date and time when the Articles of Organization are filed ("Effective Date"), as evidenced by the Department of State's date and time endorsement on the original document.

**ARTICLE III**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be located at 297 Barnes Boulevard, Rockledge, Florida 32955, or such a place as may be designated by the Members. The mailing address of the business is 297 Barnes Boulevard, Rockledge, Florida 32955.

#### **ARTICLE IV**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial Registered Office of the Limited Company is 1825 Riverview Drive, City of Melbourne, County of Brevard, State of Florida, and the name of the Limited Company's initial Registered Agent is Victor S. Kostro of Reinman Matheson Kostro & Vaughan, P.A.

#### **ARTICLE V**

##### **PURPOSES AND POWERS**

The purpose and character of the Company is to engage in any activity or business authorized under the Florida Statutes. In general, the Limited Company shall carry on any and all incidental business; to have and exercise all the powers conferred by the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do. The Company shall have all powers granted to limited liability companies under Florida law.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the Limited Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

#### **ARTICLE VI**

##### **DURATION**

The Limited Company shall continue in full force and effect for thirty (30) years beginning on the Effective Date, and continuing until May 1, 2029, or until dissolution prior thereto

pursuant to the provisions hereof and upon filing of Articles of Dissolution with the Secretary of State pursuant to Florida Statute 608.441, or as provided in the Regulations adopted by the Members.

## **ARTICLE VII**

### **MEMBERS**

The Members of this Limited Company and their addresses are:

JERRY L. DURDEN	4155 Dow Road, Suite J Melbourne, Florida 32935
RALPH I. ABRAVAYA	297 Barnes Boulevard Rockledge, Florida 32955
ETS CONNECTS, INC.	600A North John Rodes Boulevard Melbourne, Florida 32934

## **ARTICLE VIII**

### **MANAGEMENT**

The Limited Company shall be managed by its Members in accordance with Regulations adopted by the Members for the management of the business and affairs of the Limited Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Limited Company, including the election of officers as permitted by Florida Statute 608.422, and not inconsistent with law or these Articles of Organization.

## **ARTICLE IX**

### **ADDITIONAL MEMBERS**

Additional Members may be admitted to the Limited Company only upon the unanimous vote of the existing Members. New Members may be admitted upon such terms and conditions as the existing Members may determine.

## **ARTICLE X**

### **DISSOLUTION**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event of dissolution as the Members may specify by regulation or operating agreement, which terminates the continued membership of a Member in the Company, the Company shall be dissolved unless within thirty (30) days after such event, the remaining Members agree in writing to continue the business of the Company.

## **ARTICLE XI**

### **INDEMNIFICATION**

The Company shall, to the fullest extent permitted by law, be entitled to indemnify any Member for any liability incurred in connection with any action, if such Member acted in good faith and in a manner it reasonably believed to be in furtherance of, or not opposed to, the best interests of the Company. The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Member, managing Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or

employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

## **ARTICLE XII**

### **POWER TO AMEND**

The power to adopt, alter, amend or repeal the Articles of Organization of the Limited Company shall be vested solely in the Members of the Limited Company, and shall be by a unanimous vote of approval of the Members.

## **ARTICLE XIII**

### **LIMITATION OF LIABILITY OF MEMBERS**

The personal liability of the Members to the Limited Company and other Members shall be limited to the maximum extent allowed by Florida law and there shall be no Member who is personally liable for the debts of, or claims against, the Limited Company.

**ARTICLE XIV**

**TRANSEERABILITY OF INTEREST**

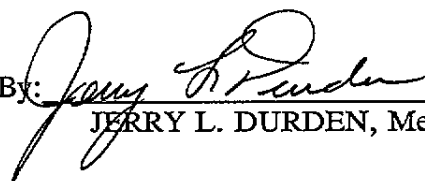
No Member of the Company may transfer or assign its interest in the Company without the prior written consent of all of the other Members. Any attempt to transfer or assign a Member's interest, without such a written consent, shall not entitle the transferee to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be only entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the Member otherwise would be entitled.

**ARTICLE XV**

**LIMITED LIABILITY COMPANY REGULATIONS**

The power to adopt, alter, amend, or repeal the Regulations of the Limited Company shall be vested in the Members of the Limited Company. Regulations adopted by the Members may be repealed or altered; new regulations may be adopted by the Members; and the Members may prescribe in any regulations made by them that such regulations may not be altered, amended, or repealed by the Member manager or managers. The regulations may contain any provisions for the regulation and management of the affairs of the Limited Company not inconsistent with Florida law or the Articles of Organization.

IN WITNESS WHEREOF, the Members have caused these Articles of Organization to be executed this 13<sup>th</sup> day of May, 1999.

By:   
JERRY L. DURDEN, Member

FILED  
99 MAY 14 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 608.407, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that WORLD TELEPORT, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Organization in the City of Rockledge, County of Brevard, State of Florida, has named Victor S. Kostro of Reinman Matheson Kostro & Vaughan, P.A., located at 1825 Riverview Drive, Melbourne, Florida 32901, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Limited Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office, and as Registered Agent am familiar with, and accept, the obligations of that position.

By: Victor S. Kostro  
Victor S. Kostro

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**AFFIDAVIT  
OF MEMBERSHIP AND CONTRIBUTIONS**

In compliance with Florida Statutes Section 608.407(2), the undersigned Member or authorized representative of a Member of WORLD TELEPORT, L.C., deposes and says:

1. The above named limited liability company has at least two Members.
2. The total amount of cash contributed by the Members is Forty-Five Thousand Dollars (\$45,000.00).
3. The agreed value of property other than cash contributed by the Members is approximately Two Hundred Twenty-Five Thousand Dollars (\$225,000.00). A description of the property is as follows:

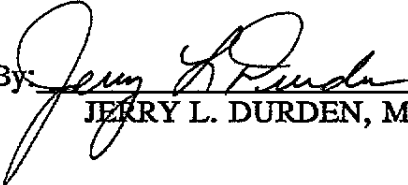
See attached Exhibit "A"

4. The total amount of cash or property anticipated to be contributed by the Members is Two Hundred Seventy Thousand Dollars (\$270,000.00). This total includes the amounts from 2 and 3 above.

The Affiant Says Nothing Further.

Dated: 05-13-99

WORLD TELEPORT, L.C.

By:   
JERRY L. DURDEN, Member

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of MAY, 1999, by JERRY L. DURDEN on behalf of WORLD TELEPORT, L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires:

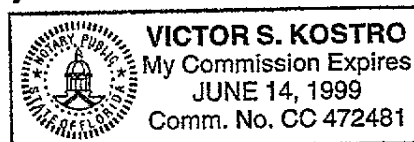


EXHIBIT "A"

Transfer of Equipment to World Teleport By Members

ETS Connects, Inc.

Equipment Description	Part No.	QTY	Unit Price	Extended Price
Up Converter	UC 6114	4	\$8,041.60	\$32,166.40
Down Converter	DC 4114	4	\$7,527.10	\$30,108.40
Protection Switch 1:4	UPS 6004	1	\$9,975.00	\$9,975.00
Protection Switch 1:4	DPS 0104	1	\$8,550.50	\$8,550.50
Tracking Receiver	TR1000C	1	\$7,678.30	\$7,678.30
Antenna Control Unit	ACU 3000	1	\$4,304.30	\$4,304.30
Antenna Drive Unit	ADU 1220	1	\$3,722.60	\$3,722.60
Modems	SDM-308B	2	\$5,062.50	\$10,125.00
Protection Switch 1:1	SMS-651B	1	\$2,531.25	\$2,531.25
36 KVA UPS	Powerware Plus 36	1	\$39,571.92	\$39,571.92
Low Noise Amplifier	30622	3	\$1,350.00	\$4,050.00
1:2 LNA Switch	M3669	1	\$2,953.13	\$2,953.13
Integration Material		1	\$3,937.50	\$3,937.50
Total				\$159,674.30

Jerry L. Durden

Equipment Description	Part No.	QTY	Unit Price	Extended Price
11.0 Meter Wheel and Track Antenna EW Motors, Four Port Circular Polarized Feed, Upgrade for Two Degree Requirement.		1	\$20,000.00	\$20,000.00
Equipment Shelter		1	\$5,000.00	\$5,000.00
Total				\$25,000.00

Space Coast Communications

Equipment Description	Part No.	QTY	Unit Price	Extended Price
400 Watt TWT Amplifier		2	\$20,000.00	\$40,000.00