

Division of Corporations

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Attn: Sue Diverson

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## LIMITED LIABILITY COMPANY

GeoTel International, L.C.

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**ARTICLES OF ORGANIZATION  
OF  
GEOTEL INTERNATIONAL, L.C.**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I  
NAME**

The name of this limited liability company is:

GeoTel International, L.C.

**ARTICLE II  
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III  
DURATION**

This limited liability company shall continue in full force and effect until December 31, 2039, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

1029 S.E. 13th Terrace,  
Fort Lauderdale, Florida 33316

Prepared By: William J. Gross, Esq.  
Bar No. 0898678  
Tripp Scott  
P. O. Box 14245  
Ft. Lauderdale, FL 33302  
(954) 525-7500

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**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

Mark Benevento  
1029 S.E. 13th Terrace,  
Fort Lauderdale, Florida 33305

**ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS**

6.1 This limited liability company may not admit new members or issue additional member interests without the unanimous consent or vote of the board of managers and the prior written approval of two thirds of all outstanding member interests (hereafter, a "majority in interest of the members"). Capital contributions required of new members shall be determined by the board of managers at the time of their admission to this limited liability company.

6.2 Except as expressly permitted in the regulations of this limited liability company, no member may sell, assign, pledge or otherwise transfer or encumber (collectively "transfer") all or any part of its member interest in this limited liability company, or suffer the same to be subject, directly or indirectly, to transfer by operation of law, as a result of such member's divorce or marital separation, bankruptcy, court order or otherwise, and no transferee of all or any part of the member interest of a member shall be admitted as a substituted member, without, in each such event, having obtained the unanimous consent or vote of the board of managers and the prior written approval of a majority in interest of the members (without including the vote, consent or approval of the transferring member).

**ARTICLE VII  
RIGHT OF MEMBERS TO CONTINUE BUSINESS**

The members of this limited liability company may continue the business of this limited liability company following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the agreement of all the remaining members.

**ARTICLE VIII  
MANAGEMENT**

8.1 This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers.

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No member of the limited liability company, in such capacity, shall have any right or authority to act for or to bind this limited liability company.

8.2 The board of managers of this limited liability company shall initially consist of one (1). The number of members of the board of managers may be either increased or diminished from time to time as provided in the regulations of this limited liability company but shall never be less than one (1). The manager shall serve until the first annual meeting of the members of this limited liability company or until his successor is elected and qualifies. The name and address of the initial Manager of this limited liability company is:

Name

Address

Mark Benevento

1029 S.E. 13th Terrace,  
Fort Lauderdale, Florida 33316

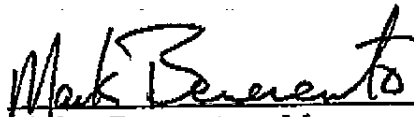
#### ARTICLE IX AMENDMENT OF ARTICLES OF ORGANIZATION

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

#### ARTICLE X INDEMNIFICATION

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a Manager and authorized representative of the members of this limited liability company, has executed these Articles of Organization this 28th day of June, 1999.



Mark Benevento, Manager and authorized  
representative of the members of this limited liability  
company

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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.

  
Mark Benevento, Registered Agent

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**AFFIDAVIT REGARDING MEMBERS AND CAPITAL CONTRIBUTIONS  
OF  
GEOTEL INTERNATIONAL, L.C.**

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BROWARD    )

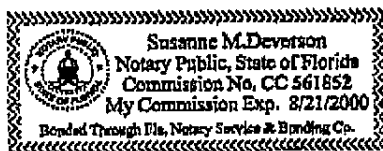
BEFORE ME, the undersigned authority, personally appeared Mark Benevento, who, in his capacity as Manager and authorized representative of the members of GeoTel International, L.C., a Florida limited liability company (the "Company"), being duly sworn, deposes and says that:

1.     The Company has at least one (1) member; and
2.     The members of the Company have agreed to make capital contributions to the Company in the aggregate amount of \$ 20,000. No property, other than cash, has been contributed by the members to the Company. No other contributions to the Company are anticipated to be made at this time.

FURTHER AFFIANT SAYETH NAUGHT.

Mark Benevento  
Mark Benevento, Manager and authorized  
representative of the members of  
the Company

SWORN TO AND SUBSCRIBED before me this 28th day of June, 1999.



Susanne M. Deverson  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Personally Known ☒ or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_