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LIMITED LIABILITY COMPANY

r2 internet ventures, LLC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
R2 INTERNET VENTURES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be R2 INTERNET VENTURES, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 100 Almeria Avenue, Suite 360, Coral Gables.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than 2030 A.D., unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is J. Luis Quintana at 338 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

THIS INSTRUMENT PREPARED BY:
J. L. QUINTANA, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
338 MINORCA AVENUE
CORAL GABLES, FL 33134
TELEPHONE (305) 446-0300
FLORIDA BAR #768987

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**PAGE TWO ARTICLES OF ORGANIZATION OF
R2 INTERNET VENTURES, L.L.C.**

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. 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 members 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 VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members 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 initial manager of the company signing these Articles is Rafael Urbina Quintero at c/o 100 Almeria Avenue, Suite 360, Coral Gables.

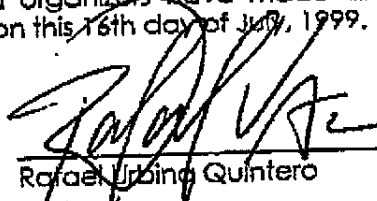
ARTICLE X - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization in Miami, Florida, on this 16th day of July, 1999.

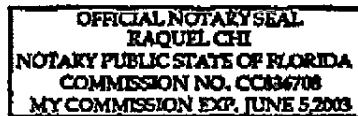

Rafael Urbina Quintero

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Rafael Urbina Quintero, known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Articles of Organization and acknowledged before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14 day of July, 1999.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

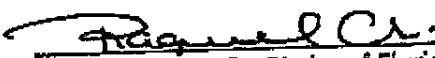
The undersigned, being the person named in the articles of organization of R2 INTERNET VENTURES, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

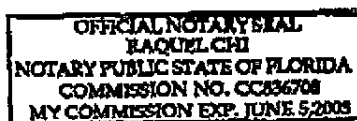

 J. Luis Quintana
 Registered Agent

STATE OF FLORIDA }
 }
 COUNTY OF DADE } ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared J. Luis Quintana known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14 day of July, 1999.


 NOTARY PUBLIC, State of Florida
 Printed Name of Notary Public
 My Commission Expires:



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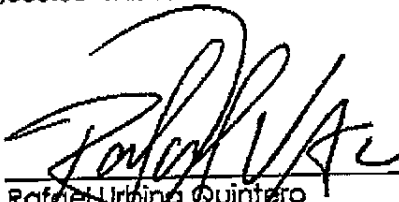
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **R2**
INTERNET VENTURES LLC, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$500,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$500,000.00. This total includes amounts from 2 and 3 above.


THE AFFIANT SAYS NOTHING FURTHER

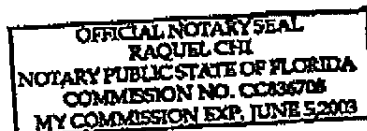

Rafael Urbina Quintero
Dated: July 14, 1999

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Rafael Urbina Quintero, known to me and known by me to be the person(s), who, as organizer (s), executed the foregoing Affidavit and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14 day of July, 1999.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



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