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October 14, 1999

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-10/18/99-01111-011
****155.00 ****155.00

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

99 OCT 18 PM 2:00
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Re: Worldwise Enterprises, L.L.C.
Effective Date: Upon Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$155.00 to cover the \$100.00 filing fee, the \$30.00 fee for the certified copy, and the \$25.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

IML:glg

Enclosures

cc: Dr. and Mrs. Jiten J. Master

ARTICLES OF ORGANIZATION
OF
WORLDWISE ENTERPRISES, L.L.C.

The undersigned certify 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 AND PRINCIPAL PLACE OF BUSINESS

The name of this limited liability company shall be:

WORLDWISE ENTERPRISES, L.L.C.

The mailing address and street address of its principal place of business is:

8053 Oak Park Road
Orlando, Florida 32819

99 OCT 1 place
FILED
FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
PM 2:00

ARTICLE II
DURATION

The period of this Company's duration is perpetual, beginning with the date of filing with the Secretary of State of Florida.

ARTICLE III
MANAGEMENT

The business and affairs of this Company are to be managed by a manager or managers. This Company shall be initially managed by two (2) managers. The number of managers may be increased or decreased by resolution of the members amending the Operating Agreement of the Company, but shall never be less than one (1). The name and address of the persons who shall serve as managers

until the first annual meeting of members or until successors are elected and qualified are as follows:

<u>Names</u>	<u>Addresses</u>
JITEN J. MASTER	8053 Oak Park Road Orlando, Florida
VASANTI J. MASTER	8053 Oak Park Road Orlando, Florida

32819
39969
SECRET
32819
FEE
OF
STATE
REGISTRATION
PM 2:00

ARTICLE IV MEMBERSHIP INTERESTS AND VOTING

There shall be two classes of membership interests in the Company, designated as Class A and Class B interests. All membership interests shall be issued in units. There are 100 units of Class A interests and 9900 units of Class B interests. Each unit of ownership shall have one vote on all matters on which such ownership interest is entitled to vote, either as a member or manager. The only difference between the classes of ownership interests shall be that Class A interests shall have voting rights and Class B interests shall have no voting rights, except as expressly provided in the Articles or Operating Agreement of the Company. Voting on matters on which both classes are entitled to vote shall be by vote of the membership interests as a whole and not by class.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by the written consent of the holders of not less than 75% of the Class A member interests in the Company. Determination of class of member interest and contributions required of new members shall be determined as of the time of admission to this Company. A member's interest in this Company may not be sold or otherwise transferred except with written consent of the holders of not less than 51% of the Class A member interests of the Company.

ARTICLE VI
BUSINESS CONTINUATION AND DISSOLUTION

This Company shall not be dissolved on 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 the Company. This Company may be dissolved by the written consent of the holders of not less than 60% of all member interests of both classes of the Company.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent and office for this Company is as follows:

Jiten J. Master
8053 Oak Park Road
Orlando, Florida 32819

SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 18 PM 2:00

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles may be amended only by the written consent of the holders of not less than 60% of all member interests of both classes of the Company.

Executed by the undersigned on this 14th day of October, 1999.


JITEN J. MASTER


VASANTI J. MASTER

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: October 18th, 1999


JITEN J. MASTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2: 00

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