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700 BAYSHORE BOULEVARD
TAMPA, FLORIDA 33606

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COUNSELLOR AT LAW

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3 December 1999

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/06/99--01072--002
****130.00 ****130.00

Attn: Tammy Cline, Document Specialist

SUBJECT: Articles of Organization and Agent Designation for the following:
ARCALL L.L.C. and N-E-W Trading L.L.C.

FILED
99 DEC -6 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Cline:

Enclosed, for each of the above identified applicants, are signed Articles of Organization For Florida Limited Liability Company and signed Certificate of Designation of Registered Agent.

Also enclosed are two (2) checks, each in the amount of \$130. intended to cover the following fees for the respective applicants:

- \$100. Filing the Articles of Organization Application and Affidavit.
- 25. Designation of Registered Agent/Office
- 5. Certificate of Status.

Please confirm your acceptance of these papers, if all right. Thank you.

If you note any informality or have any question, kindly phone or fax me.

Name	OC-126
Availability	
Document	
Expiration	
Register	
Member	
Signature	
W. P. Verifier	

Very sincerely,

Charles A. McClure

Enclosures
(as noted)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ARCALL L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

15373 Roosevelt Blvd., #203
Clearwater, FL 33760-3507

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

perpetual unless sooner terminated by decision of member(s) or applicable law.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

William H. Richardson, 3035 Hickory Drive, Largo, FL 33770

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

as directed previously in writing by original member (if non-surviving),
or by decision of successor member(s)--unanimous if more than one such.

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TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business 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 shall be:

fully exercisable, until the end of the next succeeding calendar quarter, by the latest available or last surviving member(s) or preselected nominee(s) thereof.

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Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William H. Richardson

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

ARCALL L.L.C.

1. The name of the limited liability company is: _____

2. The name and the Florida street address of the registered agent are:

Charles A. McClure

NAME

701 Bayshore Blvd., Suite 201

Florida street address (P. O. Box NOT ACCEPTABLE)

Tampa, FL 33606-2743

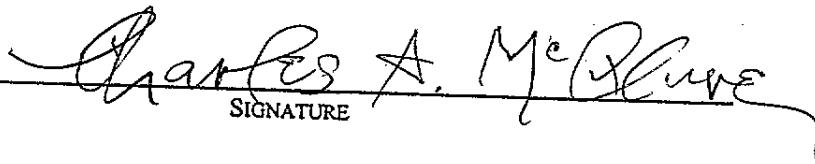
CITY, STATE AND ZIP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.


SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent