

Kirkpatrick & Lockhart LLP

Miami Center- 20th Floor
201 South Biscayne Blvd
Miami, FL 33131-2399
305.539.3300
www.kl.com

L99000009046

JAN E. BLANCK
(305) 539-3364
BLANCKJE@KL.COM

December 15, 1999

VIA FEDERAL EXPRESS
Secretary of State of Florida
New Filings/Limited Liability Companies
409 East Gaines Street
Tallahassee, Florida 32399

200003072712-5
-12/16/99-01059-015
****310.00 ****155.00

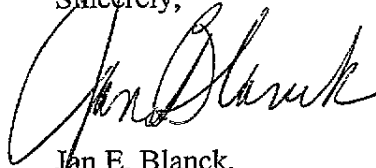
Re: NETCOMEX, L.L.C. and NETGRINDER, L.L.C.

Ladies and Gentlemen:

Enclosed are Articles of Organization, in duplicate, as prepared for the two above-referenced proposed Florida limited liability companies. Also enclosed is our check in the amount of \$310.00 in payment of filing fees and certified copies of the Articles of Organization. Please return the certified copies to me. A return Federal Express envelope is provided for your convenience.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Pedro Menocal

APPROVED
AND
FILED
99 DEC 16 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Pedro Menocal, Esq.

JP 12-21-99

**ARTICLES OF ORGANIZATION OF
NETCOMEX, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer and as a member or authorized representative of a member of Netcomex, L.L.C., under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE 1.
NAME**

The name of this limited liability company (the "Company") is Netcomex, L.L.C.

**ARTICLE 2.
ADDRESS**

The mailing address and street address of the Company shall be 255 Sunrise Drive, #107, Key Biscayne, FL 33129.

**ARTICLE 3.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be 255 Sunrise Drive, #107, Key Biscayne, FL 33129, and the registered agent for the Company at that address shall be Pedro Menocal.

**ARTICLE 4.
DURATION**

Except as provided in the Company's Operating Agreement (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE 5.
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE 6.
MANAGEMENT**

The management of the Company is reserved to its members (the "Members").

**ARTICLE 7.
ADMISSION OF NEW MEMBERS**

The Company may admit new Members only upon the approval of all of current Members, provided that each new Member assents to the terms of and executes the Operating Agreement.

APPROVED
AND
FILED
99 DEC 16 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 8.
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

**ARTICLE 9.
AMENDMENT OF ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by a vote of all of the Members.

**ARTICLE 10.
RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 14th day of December 1999.


NETCOMEX, L.L.C.

By: Pedro Menocal
Title: Authorized Representative

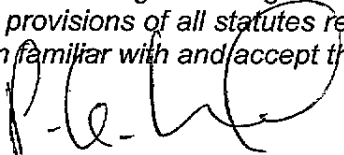
99 DEC 16 PM 2:51
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
OF
NETCOMEX, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Netcomex, L.L.C.
2. The name and address of the registered agent are Pedro Menocal, 255 Sunrise Drive, #107, Key Biscayne, FL 33129.

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)

12/15/99

(Date)

RECEIVED
AND
FILED
99 DEC 16 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA