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FLORIDA DIVISION OF CORPORATIONS
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((H98000006737 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HOLLAND & KNIGHT OF MIAMI
CONTACT: STEVEN H HAGEN
PHONE: (305)374-8500

ACCT#: 072203000603

FAX #: (305)789-7799

NAME: AMERICAP LIMITED, L.L.C

AUDIT NUMBER.....H98000006737

DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1998

ANDREW CUMPER
CSC NETWORKS
TALAHASSEE, FL

SUBJECT: AMERICAP, LLC
Ref. Number: W98000005035

We have received your document for AMERICAP, LLC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

ALSO, the total required to file the company is \$285.00. We have RETAINED your original cover sheet. Please call or write authorizing us to change the COST LIMIT amount.

ALSO, please indicate whether the individual and the corporation listed in Item 8 are MANAGERS or MANAGING MEMBERS.

And in addition to the APPLICATION, AFFIDAVIT, and CERTIFICATE, we must also obtain a completed and signed REGISTERED AGENT DESIGNATION page. You may use the attached form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 098A00012403

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:

Americap, LLC, doing business in Florida as

1. AmeriCap Limited, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. January 26, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1221 Brickell Avenue, Suite 900
Miami, Florida 33131
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

The Somerset Group

1155 Connecticut Avenue, Suite 400

Washington, D.C. 20036

Managing Member

Michelle M. Miller, Executive Vice President

1221 Brickell Ave., Suite 900

Miami, Florida 33131

Managing Member

Richard S. Trutanic, President and CEO

1221 Brickell Ave., Suite 900

Miami, Florida 33131

Manager

THIS INSTRUMENT WAS PREPARED BY:
Adolfo Jimenez, Esq.
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
(305) 374-8500
Florida Bar No.: 869295

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

AmeriCap Limited, L.L.C. 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 \$ 2,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ -0- . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 2,000.00 . This total includes amounts from 2 and 3 above.

X [Signature] 4/6/98
Signature of a member or authorized representative of a member.
(In accordance with section 850.408(2), Florida Statute, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

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**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, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AmeriCap Limited, L.L.C.

2. The name and address of the registered agent and office is:

Intrastate Registered Agent

(Name)

701 Brickell Avenue - Suite 3000

(P.O. Box not acceptable)

Miami, Florida 33131

(City/State/Zip)

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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.

INTRASTATE REGISTERED AGENT CORPORATION

By: 

(Signature)

Jorge L. Hernandez-Torano, Vice President

4/8/98

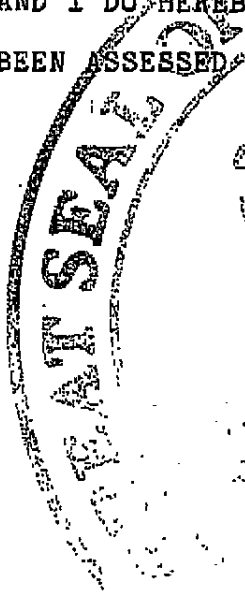
(Date)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9008672

DATE: 04-02-98

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RESOLUTION OF THE MANAGING MEMBER

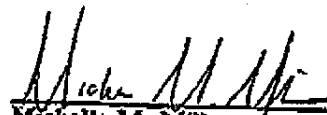
OF

AMERICAP, L.L.C.

The undersigned, being a managing member of AMERICAP, L.L.C., a Delaware limited liability company (the "Company"), hereby consents to the taking of the following action:

RESOLVED, that the Company shall adopt the name "AMERICAP LIMITED, L.L.C." for the purpose of transacting business in the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed the foregoing written consent as of the 7 day of April, 1998.

* 
Michelle M. Miller
Managing Member

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