

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 100 • Tallahassee, Florida 32302
(850) 224-8870 • (850) 342-8662 • Fax (850) 224-2222

M98000000767

Private Networks LC

ADM - \$1,188.75

6

By
7/14/98

Signature _____

Requested by Chen

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1110

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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****285.00 ****285.00

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File LC

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Restatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 14 PM 3:40

RECEIVED
DIVISION OF CORPORATIONS
98 JUL -1 AM 11:59



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 1, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: PRIVATE NETWORKS, L.L.C.
Ref. Number: W98000015087

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 14 PM 3:40

We have received your document for PRIVATE NETWORKS, L.L.C. and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

The application must list the CORRECT NAME of the company -- PRIVATE NETWORKS, L.L.C. We will correct your document. We also will correct Item 8 to show the three listed individuals as MANAGERS. We assume they are MANAGERS and not MANAGING MEMBERS. Please let us know if this is incorrect.

ALSO, the application indicates that the company began transacting business in Florida on May 28, 1997. If this is correct, it must pay penalty fees.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,188.75.

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

Buck Kohr
Corporate Specialist

Letter Number: 598A00035747

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:

1. Private Networks, 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. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Phoenix (Maricopa County)
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 816-0830034
(FEI number, if applicable)

4. June 6, 1996
(Date of Organization)

5. December 31, 2056
(Duration: Year limited liability company will cease to exist or "perpetual")

6. May 28, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 7373 E. Doubletree Ranch Rd, Suite 155
Scottsdale, AZ 85258
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:
Dennis L Little
3131 Greenhead Drive
Suite D
Springfield IL 62707

TITLE:
MGR
CFO

NAME & ADDRESS: TITLE:
Brent Richardson President
7373 E Doubletree Ranch
Suite 155
Scottsdale, AZ 85258

Nancy Malmborg
7373 E Doubletree Ranch
Suite 155
Scottsdale AZ 85258

MGR
CEO

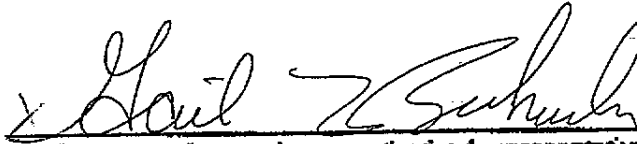
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 14 PM 3:40

The undersigned member or authorized representative of a member of Private
Networks, 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 \$ 100,000
- 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
\$ 100,000. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 806.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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: Private Networks, L.L.C.

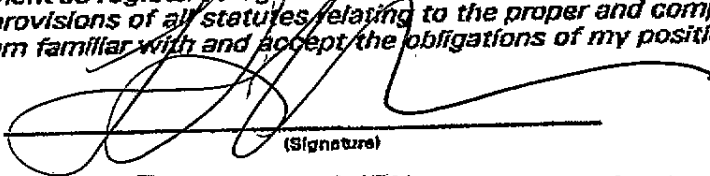
2. The name and address of the registered agent and office is:

Frederick L. Mouser, Esq., at Mouser & Wells, P.A.
810 63rd Avenue North (Name)

(P.O. Box or Mail Drop Box NOT acceptable)

St. Petersburg, FL 33702
(City/State/Zip)

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)

6/30/98
(Date)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 14 PM 3:10

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 14 PM 3:40

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****PRIVATE NETWORKS, L.L.C.*****

is a limited liability company organized under the laws of the State of Arizona which filed its Articles of Organization in this office on the 6th day of June 1996.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 29th day of June, 1998, A. D.



Jack Rose
Executive Secretary

BY: *John R. McGill*