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MCGREEVY, JOHNSON & WILLIAMS, P.C.

MICHAEL T. MCGREEVY (1930-1993)
RAYMOND E. JOHNSON
DANIEL T. WILLIAMS, JR.
MICHAEL F. O'BRIEN
BRUCE ROSS-SHANNON
DANIEL M. DONAHUE
WILLIAM A. REILLY II
DONALD Q. MANNING
ANN M. DITTMAR
CHRISTOPHER J. COCOMA
JAMES O. TEETER, JR.
MICHAEL P. WILLIAMS

LAW OFFICES
MAILING ADDRESS:

P.O. BOX 1201
ROCKFORD, ILLINOIS 61105-1201

TELEPHONE (815) 963-8451
TELECOPIER (815) 963-8456

STREET ADDRESS:
850 NORTH CHURCH STREET
ROCKFORD, ILLINOIS 61103

April 26, 1999

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

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****285.00 ****285.00

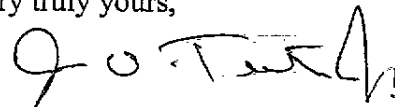
Re: *DataCom Leasing, L.L.C.*
Application by Foreign Limited Liability Company for Authorization to
Transact Business in Florida

Dear Secretary of State Representative:

Enclosed please find the following documents: (i) certificate of good standing; (ii) our firm check in the amount of \$285.00 to cover the filing fee for the application and affidavit and for the designation of the registered agent; (iii) application to transact business in Florida; (iv) affidavit of membership; and (v) certificate of designation of registered agent. Please file the enclosed documents.

Once filed, please return your transmittal letter confirming DataCom Leasing, L.L.C.'s authority to transaction business in Florida in the enclosed self-addressed envelope. If you have any questions regarding these matters, please give me a call.

Very truly yours,



JAMES O. TEETER, JR.

W99-10337

JOT/blm

Enclosures

cc: Brian Hampton (w/o enc.)
00202196.WPD

JUN - 2 1999

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 4, 1999

MCGREEVY, JOHNSON & WILLIAMS, P.C.
ATTN: JAMES O. TEETER, JR.
P.O. BOX 1201
ROCKFORD, IL 61105-1201

SUBJECT: DATACOM LEASING, LLC
Ref. Number: W99000010337

We have received your document for and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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."

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A00023771

FILED
99 JUN -2 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MCGREEVY, JOHNSON & WILLIAMS, P.C.

LAW OFFICES

MAILING ADDRESS:

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850 NORTH CHURCH STREET
ROCKFORD, ILLINOIS 61103

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JAMES O. TEETER, JR.
MICHAEL P. WILLIAMS

May 24, 1999

Florida Department of State
Division of Corporations
ATTN: Agnes Lunt
P.O. Box 6327
Tallahassee FL 32314

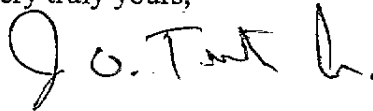
Re: *DataCom Leasing, L.L.C. - Assumed Name*
Reference No. W99000010337

Dear Ms. Lunt:

Enclosed please find the following documents: (i) correspondence from your office dated May 4, 1999 requesting that DataCom Leasing, L.L.C. adopt an assumed name for use in the State of Florida; and (ii) original resolution of the manager of DataCom Leasing, L.L.C. adopting the assumed name DataCom Equipment Leasing, L.L.C. Please process the same.

If you have any questions regarding these matters, please give me a call.

Very truly yours,



JAMES O. TEETER, JR.

JOT/bls

Enclosures

cc: Brian Hampton (w/o enc.)

00204521.WPD

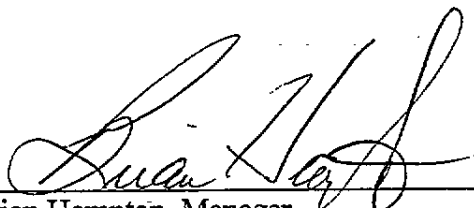
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF MANAGER

I, the undersigned, Brian Hampton, do hereby certify that this resolution of the Manager of DataCom Leasing, L.L.C., a limited liability company duly organized and existing under the laws of the State of Illinois, was adopted on May 20, 1999.

Be it resolved, that DataCom Leasing, L.L.C., organized and existing in the state of Illinois, hereby adopts the name of DATACom Equipment Leasing, L.L.C. for use in Florida.

Dated: May 20, 1999



Brian Hampton, Manager

00204261.WPD

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99 JUN -2 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. DATA COM LEASING, 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. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4282110
(FEI number, if applicable)
4. march 30, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2609 Saxon Place
Rockford, IL 61114
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Brian Hampton

MGR.

311 Henley Drive

Naples, FL 34104

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**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.

1. The name of the Limited Liability Company is:

DataCom Leasing, L.L.C.

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

Brian Hampton

(Name)

311 Henley Drive

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

Naples

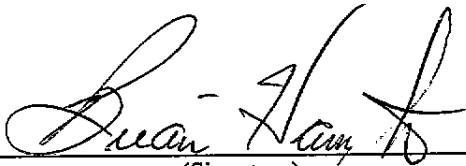
FL

34104

City/State/Zip

FILED
99 JUN -2 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



Brian Hampton

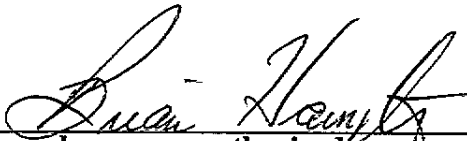
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of DATA COM
LEASING, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$100,000.00 ;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$100,000.00 .
(This total includes amounts from 2 and 3 above.)



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.)

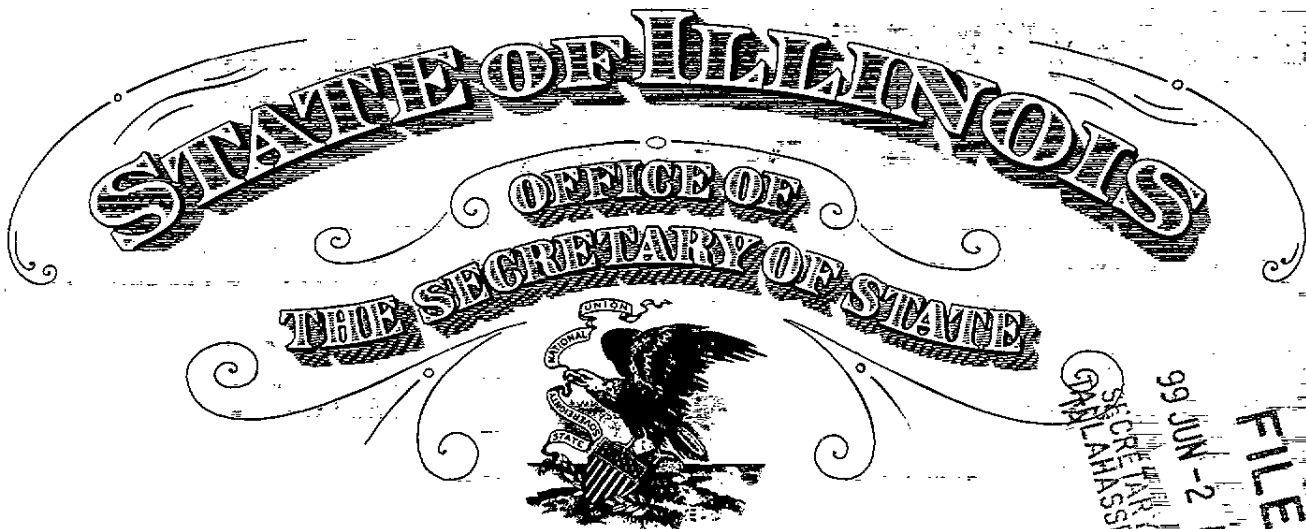
Brian Hampton, Manager, DataCom Leasing, L.L.C.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
99 JUN -2 AM 9:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

File Number 0027422-4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

DATAKOM LEASING, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON MARCH 30, 1999,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 31ST
day of MARCH A.D. 1999

Jesse White

SECRETARY OF STATE