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July 7, 1999

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

RE: Application for Authorization: Connexion Multimedia Technologies, L.L.C.
A Delaware limited liability company

Dear Sir or Madam:

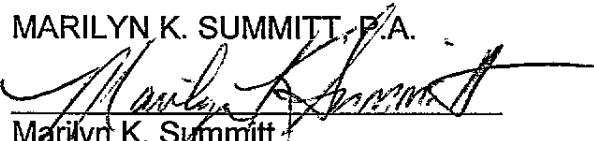
Enclosed for filing are an original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of Connexion Multimedia Technologies, L.L.C., a Delaware limited liability company, together with originals and one copy each of the Affidavit of Membership and Contributions and the Certificate of Designation of Registered Agent/Registered Agent. Also enclosed is the required original Certificate of Existence as issued by the Delaware Secretary of State on July 1, 1999. Enclosed is a check payable to the Florida Department of State in payment of the following filing fees:

Filing Fee for Application	\$ 250.00
Designation of Registered Agent/Office	35.00
Certified Copy	52.50
Total Filing Fees enclosed	<u>\$ 337.50</u>

Upon filing, please return the certified copy to the attention of the undersigned. In the event you have any questions or need additional information, please do not hesitate to contact me. Thank you for your continuing assistance in these matters.

Yours very truly,

MARILYN K. SUMMITT, P.A.


Marilyn K. Summitt
For the Firm
Enclosures

c: Robert Harris

Name	MJH
Availability	MJH
Document Examiner	MJH
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. CONNEXION MULTIMEDIA TECHNOLOGIES, 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. applied for
(FEI number, if applicable)
4. July 2, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. anticipated July 15, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4801 South University Drive, Ste # 120
Davie, FL 33328
(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:
MILLENNIUM 2000 TECHNOLOGIES, INC. 4801 South University Dr, Ste # 120 Davie, FL 33328			MGRM
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 the 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:

CONNEXION MULTIMEDIA TECHNOLOGIES, L.L.C.

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

ROBERT HARRIS

(Name)

4801 SOUTH UNIVERSITY DRIVE, STE. #120

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

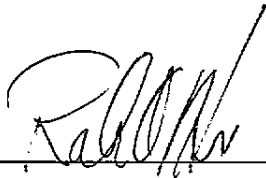
DAVIE

FL

33328

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.



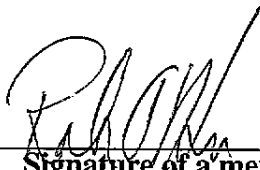
(Signature)

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 _____
CONNEXION MULTIMEDIA TECHNOLOGIES, 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 \$ 60,000.00;
- 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 \$ 60,000.00 .
(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.)

ROBERT HARRIS

Typed or printed name of signee

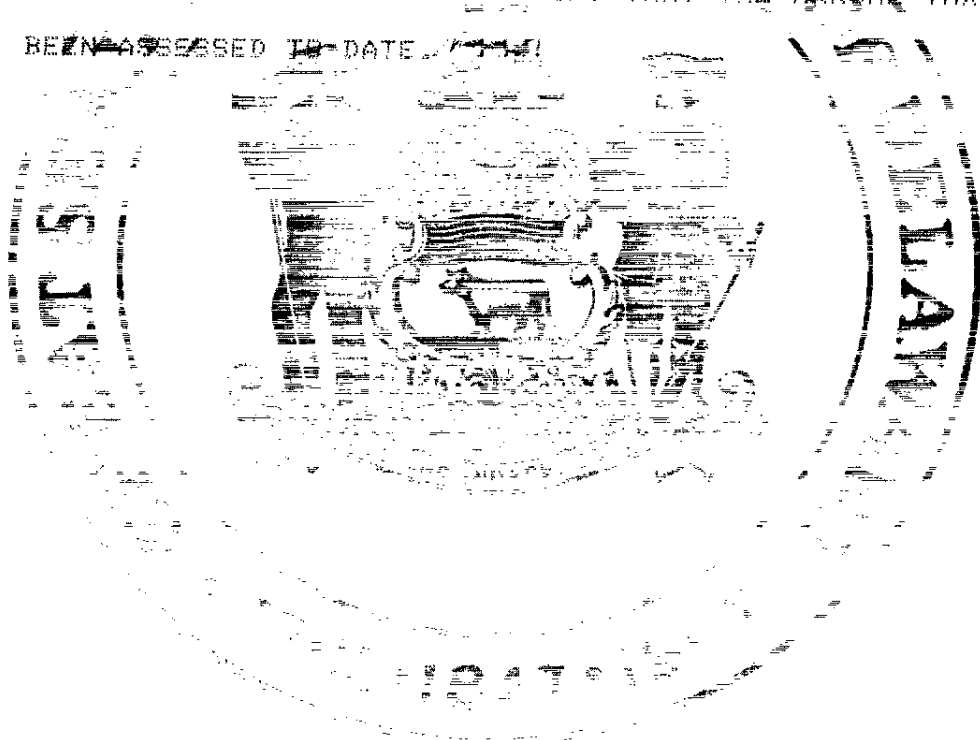
Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONNEXION MULTIMEDIA TECHNOLOGIES, 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 JULY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9845571

DATE:

97-02-99