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August 13, 1999

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Via Overnight Delivery

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/19/99-01062--003
***345.00 ***345.00

Re: **Application by Foreign LLC for Authorization to Transact Business in Florida;
Affidavit of Membership and Contributions of Foreign LLC;
Certificate of Designation of Registered Agent/Registered Office;
Application for Registration of Fictitious Name**

Dear Honorable Secretary:

The undersigned attorneys represent NewEyes iCom, LLC, a Delaware limited liability company, which is seeking authority to transact business in the State of Florida. Accordingly, enclosed herewith, along with the required filing fees (\$345 total), are: (i) an Application by Foreign LLC for Authorization to Transact Business in Florida, along with an original certificate of authentication from the State of Delaware; (ii) an Affidavit of Membership and Contributions of Foreign LLC; (iii) a Certificate of Designation of Registered Agent/Registered Office; and an application for registration of fictitious name, including a fee for Certificate of Status.

Please call if you have any questions.

Very truly yours,

HOMER, BONNER & DELGADO, P.A.

BY:

Haas A. Hatic
Haas A. Hatic

Enclosures

cc: NewEyes iCom, LLC

Application by Foreign LLC for Authorization to Transact Business in Florida

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

1. Name of Foreign Limited Liability Company: **NewEyes iCom, LLC**
2. Jurisdiction under which Organized: State of Delaware
3. FEI: EIN 65-0927440
4. Date of Organization: May 25, 1999
5. Duration: "Perpetual"
6. Date first transacted business in Florida. (See §§608.501, 608.502, and 817.155, Fla.Stat.): May 25, 1999
7. Street address of principal office: 17832 S.W. 5th St, Pembroke Pines, Fl. 33029
8. List name, title, and business address of each managing member or manager who will manage the foregoing limited liability company in Florida:

NAME & ADDRESS:

TITLE

Sherry L. Carani

Managing Member

17832 S.W. 5th Street

Pembroke Pines, Florida 33029

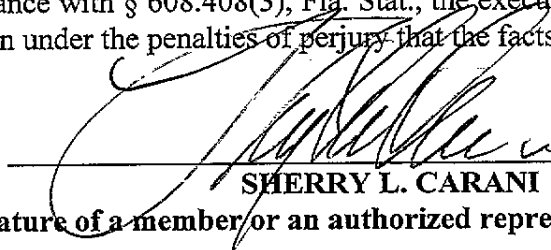
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

Affidavit of Membership and Contributions of Foreign LLC

The undersigned member or authorized representative of a member of **NewEyes i Com, LLC**
(a Delaware limited liability company) certifies:

- 1) the above named foreign limited liability company has at least one member; _____
- 2) the total amount of cash contributed by the member is \$1,000; _____
- 3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.) \$ 0; _____
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,000; _____

In accordance with § 608.408(3), Fla. Stat., the execution of this affidavit constitutes and affirmation under the penalties of perjury that the facts stated herein are true.



SHERRY L. CARANI
(Signature of a member or an authorized representative of a member)

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FILING FEE: \$250.00 for Application and Affidavit

Certificate of Designation of Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLA. STAT., THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

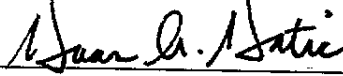
1. The name of the Limited Liability Company is: **NewEyes iCom, LLC**
2. The name and the Florida street address of the registered agent and office are:

Haas A. Hatic, Esq.
Homer, Bonner & Delgado, P.A.
3400 NationsBank Tower
100 S.E. 2nd Street
Miami, Florida 33131
305.350.5100; Fax 305.372.2738

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SECRET
DIVISION OF REVENUE

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.



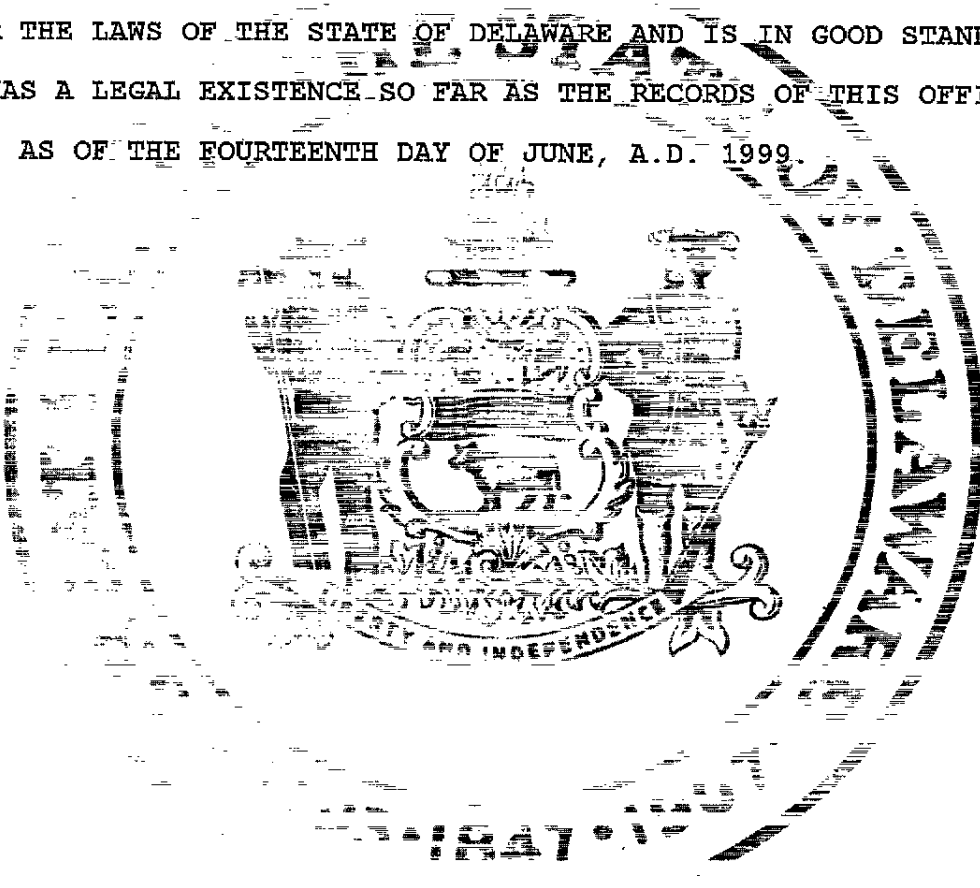
(Signature of Registered Agent)

Filing Fee: \$ 35 for Designation of Registered Agent

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 "NEWYES I COM 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 FOURTEENTH DAY OF JUNE, A.D. 1999.



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 9803578

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06-14-99