

APPLICATION OF

ESS.COM, L.L.C.

EXHIBIT 1

Articles of Incorporation

**STATE OF FLORIDA
LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION
FOR
ESS.COM, L.L.C.**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, ("L.L.C. Act"), hereby certifies that:

ARTICLE I. COMPANY NAME

The name of the Limited Liability Company is: ESS.COM, L.L.C. (hereinafter the "Company")

ARTICLE II. MAILING AND STREET ADDRESS OF COMPANY

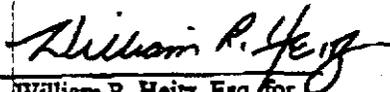
The mailing address and street address of the principal office of the Company is 1707 Westminster Way, Annapolis, Maryland 21401.

ARTICLE III. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The address of the registered office and the name and address of the registered agent of the Company required to be maintained by Section 608.415 of the L.L.C. Act are:

William R. Heitz, P.A.
1387 South West 18th Street
Boca Raton, Florida 33486

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 as provided in Chapter 608, F.S..



William R. Heitz, Esq. for
William R. Heitz, P.A. as its
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTANCE

The Company shall have a perpetual existence subject to the terms and conditions of the L.L.C. Act and the Limited Liability Company Operating Agreement ("Operating Agreement").

ARTICLE V. MANAGERS

The Company is to be managed by one or more managers and is, therefore, a manager - managed company. The name and address of the initial managers are set forth below. The initial managers shall serve as the managers until the first annual meeting of the members or until their successors are elected and qualified.

Douglas C. Brough- 1707 Westminster Way, Annapolis, Maryland 21401.

William R. Heitz- 1387 SW 18th Street, Boca Raton, Florida 33486

ARTICLE VI. INDEMNIFICATION

The Company, subject to such standards and restrictions, if any, as are set forth in the Articles of Organization, the Operating Agreement or the L.L.C. Act, may, and shall have the power to, but shall not be required to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

ARTICLE VII. FORMATION

The member hereby forms the Company as a limited liability company under and pursuant to the provisions of the L.L.C. Act for the purposes and upon the terms and conditions set forth in the Operating Agreement. The rights and obligations of the members of the Company shall be as provided in the L.L.C. Act, except as otherwise expressly provided in the Operating Agreement. In the event of any inconsistency between any terms and conditions contained in the Operating Agreement and any non-mandatory provisions of the L.L.C. Act, the terms and conditions contained in the Operating Agreement shall govern.

ARTICLE VIII. MEMBERS

The members shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with the Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

ARTICLE IX. DISSOLUTION OF COMPANY

The limited liability company shall dissolve and terminate only as provide in the Operating Agreement. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member will not terminate the limited liability company if there is at least one member.

ARTICLE X. EFFECTIVE DATE

The effective date of these Articles of Organization shall be February 1, 2000.

ARTICLE XI. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 1st day of February 2000.

MEMBER

William R. Heitz
Heitz Management Corp., its
President, William R. Heitz

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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EXHIBIT 2

Authority to Operate in Illinois

Form **LLC-45.5**

January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."

Illinois Limited Liability Company Act

Application for Admission to Transact Business

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 6-26-2000
Assigned File #
Filing Fee \$41 0042897-3
Penalty \$
Approved: ES

This space for use by
Secretary of State

FILED

JUN 26 2000

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company name: ESS.COM, L.L.C.
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)

2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)

3. Federal Employer Identification Number (F.E.I.N.): 52-2221295

Jurisdiction of Organization: Florida

5. Date of Organization: 02-01-00

6. Period of Duration: perpetual
(See #14 on back)

7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

1801 South Federal Highway Suite 237
(Number) (Street) (Suite)
Delray Beach, FL 33483 Palm Beach
(City/State) (ZIP Code) (County)

8. Registered agent: National Registered Agents, Inc.
(First Name) (Middle Name) (Last Name)

Registered Office: 208 South LaSalle Street, Suite 1855
(Number) (Street) (Suite #)

Chicago, County of Cook Illinois 60604
(City) (County) (ZIP Code)
are unacceptable)

9. The date on which this foreign LLC first did business in Illinois: upon qualification

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EXHIBIT 3

Financial Statements

ESS.COM, LLC
Balance Sheet
April 30, 2000

<u>Assets</u>	
Cash & Cash Equivalents	\$ 20,100
Other Current Assets	\$ 9,900
Total Current Assets and Total Assets	<u>\$ 30,000</u>
<u>Liabilities</u>	
Total Liabilities	\$ -
<u>Equity</u>	
Common Stock & Paid in Capital	\$ 30,000
Retained Earnings	\$ -
Total Equity	<u>\$ 30,000</u>
Total Liabilities & Equity	<u>\$ 30,000</u>

ESS.COM, LLC
Income Statement
For the Month Ended April 30, 2000

Revenues		\$	176,000
Expenses			
Compensation expenses	\$	10,500	
Legal & Professional Services	\$	10,400	
Selling, general & administrative expenses	\$	<u>123,600</u>	
Total Expenses		\$	144,500
Net Income Before Income Taxes		\$	<u><u>31,500</u></u>

ESS.COM, LLC
Statement of Cash Flows
Projection For the Year Ended December 31, 2000

Operating Activities

Net Income	\$ 824,800
Non-Cash Expenses	\$ -
Increase (Decrease) in Current Assets & Current Liabilities - None	\$ -
Cash Inflow from Operating Activities	<u>\$ 824,800</u>

Investing Activities

- None	<u>\$ -</u>
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Financing Activities

- None	<u>\$ -</u>
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Cash & Cash Equivalents - Beginning Balance 1/1/00	\$ 20,100
Projected Net Cash Inflow	<u>\$ 824,800</u>
Cash & Cash Equivalents - Ending Balance 12/31/00	<u><u>\$ 844,900</u></u>

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EXHIBIT 4

Management Profiles

ESS.COM, L.L.C.
PROFILES OF KEY PERSONNEL

Douglas C. Brough - President/Secretary/Treasurer:

Mr. Brough is President of ESS.COM, L.L.C. and in this capacity is responsible for the strategic direction of the Company, overall product development and regulatory compliance issues. Mr. Brough is founder of ESS.COM, L.L.C. Prior to founding ESS, Mr. Brough held the position of President of Intercontinental Communications Group, Inc., a nationwide provider of telecommunications services, including operator services. Before his tenure at Intercontinental, Mr. Brough held positions as Executive Vice President at Integrated Telemanagement Services (Atlanta, Georgia) and President of Fiber-Optic Network Communications (San Diego, California). Additionally, he worked as the Director of Sales and later as General Manager of U.S. Fiberline where he was responsible for sales, marketing agreements and existing and new business negotiations.

William R. Heitz, Esquire - Corporate Counsel:

Mr. Heitz is Corporate Counsel for ESS.COM, L.L.C. and in this position is responsible for the supervision and administration of all legal and regulatory matters associated with Company, compliance with all corporate licensure requirements, maintenance, negotiation and drafting of contracts, as well as maintenance of corporate records, monitoring and maintaining intellectual property rights and coordinating with outside counsel as required. Mr. Heitz has held a similar position with Intercontinental Communications Group, Inc., a nationwide provider of telecommunications services, where he also held the title of Executive Vice President. Previously, he was Assistant State Attorney (1994-1996) with the Office of the State Attorney, in West Palm Beach Florida managing a caseload of approximately 350 criminal cases. Prior to that, Mr. Heitz was a law enforcement officer in the state of New York. Mr. Heitz is a graduate of Cazenovia College and Syracuse University School of Law.