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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY

KATALYX CATALOGUING, LLC

00 JUN 26 PM 1:59
RECEIVED
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TALLAHASSEE, FLORIDA

Certificate of Status	0
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52

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**ARTICLES OF ORGANIZATION
OF
KATALYX CATALOGUING, LLC**

ARTICLE I

The name of the limited liability company (hereinafter called the "limited liability company") is KATALYX CATALOGUING, LLC.

ARTICLE II

The mailing address and the address of the principal office of the limited liability company is 1221 Brickell Avenue, 2nd Floor, Miami, FL, 33131.

ARTICLE III

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE V

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE VI

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

Corpdirect Agents
103 N. Meridian St., Lower Level
Tallahassee, Florida 32301

Having been named as the 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.

Cynthia A. Hicks
(Registered Agent's Signature)
It's Agent: Cynthia A. Hicks

Date: June 26, 2000

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ARTICLE VII

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

P. M. Cambo

Signature of a member or an authorized representative of a member

(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.)

Telefonica B2B Holding, Inc.
By: Patricia Menendez Cambo
Its: Authorized Legal Representative

Typed or printed name of signee

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