

L98000000 841

Document Number Only

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

Promenade Communications, LLC

700002567677--9
-06/22/98--01055--015
*****70.00 *****70.00

700002567677--9
-06/22/98--01055--016
****215.00 ****215.00

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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CR2E031 (1-89)

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is Promenade Communications, LLC.

ARTICLE II - Address

The mailing address of the principal office of the Limited Liability Company is 2045 Mariposa Avenue, El Segundo, CA 90245.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be for as long as the members agree to.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members are World Promenade Communications, LLC, 2045 Mariposa Avenue, El Segundo, CA 90245 and Miratel Communications, LLC, 2045 Mariposa Avenue, El Segundo, CA 90245.

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is C T CORPORATION SYSTEM, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is c/o CT CORPORATION SYSTEM, 1200 South Pine Island Road, Plantation, Florida 33324.

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WORLD PROMENADE COMMUNICATIONS, LLC
Member

By:  _____

Date: 6/17/98

MICHAEL REINSTEIN

Its: MANAGER

MIRATEL COMMUNICATIONS, LLC
Member

By:  _____

Date: 6/17/98

MICHAEL REINSTEIN

Its: MANAGER

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

CT CORPORATION SYSTEM

By: M. Fitzpatrick

M.T. FITZPATRICK

June 19, 1998

Date

(type name of officer)

Assistant Secretary

(title of officer)

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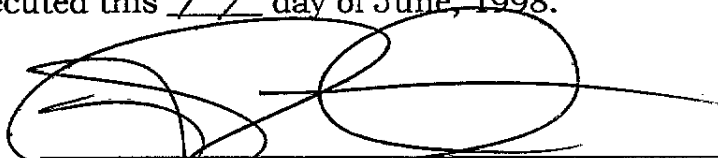
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representatives of a member of Promenade Communications, LLC deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$100.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$-0-; and
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$100.00. This total includes amounts from 2 and 3 above.

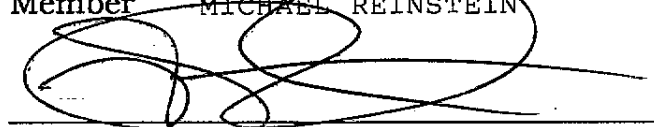
Executed this 17 day of June, 1998.

By:



WORLD PROMENADE COMMUNICATIONS, LLC
Member MICHAEL REINSTEIN

By:



MIRATEL COMMUNICATIONS, LLC
Member MICHAEL REINSTEIN

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