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From: Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

XCLUSIVE NETWORKS USA, LLC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
XCLUSIVE NETWORKS USA, LLC

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: XCLUSIVE NETWORKS USA, LLC

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 10752 CORAL WAY, MIAMI, FL33165-2456. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That XCLUSIVE NETWORKS USA, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates JORGE E. FITERRE, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 10752 CORAL WAY, MIAMI, FL33165-2456.

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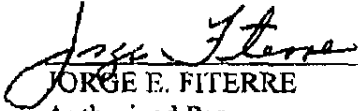
ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more members and is, therefore, a member - managed company. The Initial Managing Members of the Company shall be:

CONDISTA NETWORKS, LLC of
10752 CORAL WAY, MIAMI, FL33165-2456

XCLUSIVE NETWORKS, CORP. of
1200 BRICKELL AVENUE, SUITE 700, MIAMI, FLORIDA 33131

WITNESS the hand and seal of the Authorized Person in Miami-Dade County, State of Florida, this 12th day of January, 2009.



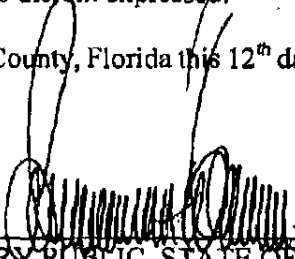
JORGE E. FITERRE
Authorized Person

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, JORGE E. FITERRE, as Authorized Person of XCLUSIVE NETWORKS USA, LLC, for and on behalf of the Company, who produced personally known as identification, who being by me first duly sworn, acknowledge that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 12th day of January, 2009.

NOTARY PUBLIC-STATE OF FLORIDA
Laura Kohn
Commission #DD770888
Expires: MAY 16, 2012
BONDED THRU ATLANTIC BONDING CO., INC.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That XCLUSIVE NETWORKS USA, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, designates JORGE E. FITERRE, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 10752 CORAL WAY, MIAMI, FL33165-2456.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The Registered Agent,


JORGE E. FITERRE
January 12, 2009

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