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December 29, 1999

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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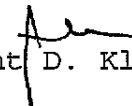
Re: Articles of Organization
IntelliSwitch-Wyndcrest Telecom, L.C.

Gentlemen:

Enclosed are one original executed copy and a photocopy of Articles of Organization of IntelliSwitch-Wyndcrest Telecom, L.C. along with a check in the amount of \$155.00. Please return a certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/nv
Enclosures

L00-157

SEARCHED	INDEXED
SERIALIZED	FILED
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FBI - MIAMI	

ARTICLES OF ORGANIZATION

OF

INTELLISWITCH-WYNDCREST TELECOM, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization:

ARTICLE I

Name

The name of the Company is IntelliSwitch-Wyndcrest Telecom, L.C. The street address and the mailing address of the Company are Suite 502, 120 South Olive Avenue, West Palm Beach, Florida 33401.

ARTICLE II

Duration

The Company shall commence its existence on the date of filing of the Articles of Organization with the Department of State of the State of Florida and the duration of the Company is perpetual.

ARTICLE III

Purposes

The general purposes for which the Company is organized are:

1. To engage in the business of establishing and operating long distance telecommunication and data transmission routes.
2. To transact any other lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

FILED

REC-30 PM 5:00

ARTICLE IV

Registered Office and Agent

The street address of the initial registered office of the Company is Suite 1901, 801 Brickell Avenue, Miami, Florida 33131, and the name of its initial registered agent at such address is Brent D. Klein.

ARTICLE V

Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

ARTICLE VI

Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

Management

The management of the Company shall be reserved by its members, in accordance with regulations adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company.

ARTICLE VIII

Voting

With respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

ARTICLE IX

Regulations

The members may from time to time, by majority vote, adopt, alter, amend or repeal regulations for the Company.

Executed by the undersigned, being all the members, this 19th
_ day of December, 1999.

IntelliSwitch, Inc.

By: [Signature]
Name: ROGER WORMAN III
Title: MANAGING MEMBER

Wyndcrest IntelliSwitch Holdings, LLC

By: [Signature]
Name: John C. Textor
Title: Managing Member

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

[Signature]
Brent D. Klein