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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

ACA INVESTMENTS, L.L.C.

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February 11, 2000

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ACA INVESTMENTS, L.L.C.
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The registered agent must sign accepting the designation.

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ARTICLES OF ORGANIZATION OF

ACA INVESTMENTS, L.L.C.

ARTICLE I
NAME

The name of this Limited Liability Company shall be ACA INVESTMENTS, L.L.C. (the "Company").

ARTICLE II
DURATION

The Company shall exist for a period of twenty-five (25) years, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be c/o 901 Ponce de Leon Boulevard, Suite 601, Coral Gables, Florida 33134, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be William H. Albornoz. The address of the initial registered agent is 901 Ponce de Leon Boulevard, Suite 601, Coral Gables, Florida 33134.

ARTICLE VI
MEMBER

The Company shall have two (2) members at the time of formation. The names and addresses of the member are:

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TELBLUE CORPORATION
c/o 901 Ponce de Leon Boulevard
Suite 601
Coral Gables, Florida 33134

BLUTEL CORPORATION
c/o 901 Ponce de Leon Boulevard
Suite 601
Coral Gables, Florida 33134

ARTICLE VII
MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

BLUTEL CORPORATION
c/o 901 Ponce de Leon Boulevard
Suite 601
Coral Gables, Florida 33134

ARTICLE VIII
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE IX
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon:

- (A) the vote of all members holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

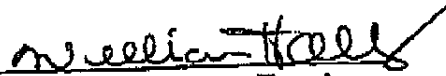
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.


William H. Albornoz, Esquire

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