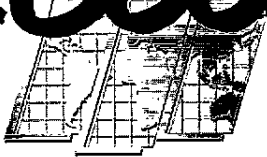


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**INTERNATIONAL COMPANY
SERVICES (USA) Inc.**
Providing International Business Consulting

Atlantic Professional Building
1591 east Atlantic Boulevard
Suite 200
Pompano Beach
Florida 33060
USA

Tel: +1 954 943 1498
Fax: +1 954 943 1499
E-mail: usa@ICSL.com

February 25, 2000

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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****155.00 ****155.00

RE: SYSTELCOM LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Florida Limited Liability Company of SYSTELCOM LLC and a check in the amount of \$155.00 to cover the filing fees for the Articles of Organization and Affidavit, Registered agent fee and Certified copy.

We look forward to hearing from you soon.

Yours truly,
FOR INTERNATIONAL COMPANY SERVICES (USA) INC.

Jerry J. Bakerjian
Managing Director

FILED
MAR -3 PM 3:30
TALLAHASSEE, FLORIDA

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| | |
|-----------------------------------------------------------------------------------------------------------------------|--------------|
| Name | Availability |
| Document Examiner | DCC |
| Updater JB/ab | DCC |
| Updater Enc. | DCC |
| Updater | DCC |
| Verifier | DCC |
| CANADA International Company Services (Canada) Ltd Tel: +1 450 679 7452 Fax: +1 450 679 4263 Acknowledgement | |
| ISLE OF MAN International Company Services Ltd Tel: +44 1624 801800 Fax: +44 1624 801800 Email: lom@ICSL.com | |

UKRAINE
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Tel: +380 44 235 0536 / +380 44 235 8566
Fax: +380 44 235 8560

CZECH REPUBLIC
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Fax: +420 2 538 928
Email: firstcom@traveller.cz

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Email: gib@ICSL.com

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International Company Services (Suisse) Ltd
Tel: +41 22 311 3080 Fax: +41 22 310 4878
Email: ICSL@curtex.ch

USA (West Coast)
International Company Services (USA) LLC
Tel: +1 310 550 8712 Fax: +1 310 205 7973
Email: usawest@ICSL.com

IRELAND
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Email: ir@ICSL.com

TURKS & CAICOS ISLANDS
International Company Services (TCI) Ltd
Tel: +1 649 946 2828 Fax: +1 649 946 2825
Email: tci@ICSL.com

URUGUAY
International Company Services S.A.
Tel: +598 2 902 1165 Fax: +598 2 902 1191
Email: uy@ICSL.com

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

SYSTELCOM LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

ARTICLE III

Registered Office & Registered Agent's Signature:

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

Carlton Management, Inc.
1591 East Atlantic Blvd. Suite 200
Pompano Beach, Florida 33060

Having been named as 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

FILED
00 MAR -3 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - Management:

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

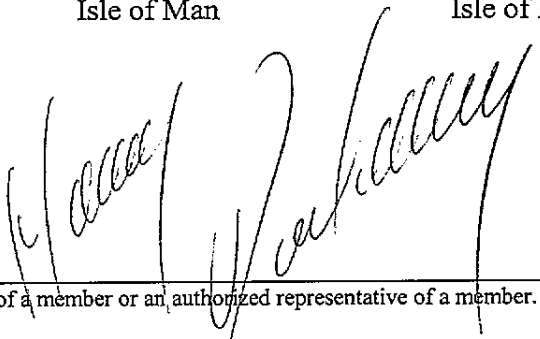
| | | |
|----------------------------|-------------------------|----------------------------|
| Carlton Management Limited | Owl Investments Limited | Weatstone Investments Ltd. |
| Sharon Smith | Pauline Cowap | Graham Murphy |
| The Valley | Sovereign House | Sovereign House |
| PO Box 2 | Station Road | Station Road |
| Anguilla | St. John's | St. John's |
| British West Indies | Isle of Man | Isle of Man |

ARTICLE V - Members:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

| | | |
|--------------------------|-------------------------|-------------------------------|
| Carlton Managers Limited | Owl Investments Limited | Weatstone Investments Limited |
| Sharon Smith | Pauline Cowap | Graham Murphy |
| The Valley | Sovereign House | Sovereign House |
| PO Box 2 | Station Road | Station Road |
| Anguilla | St. John's | St. John's |
| British West Indies | Isle of Man | Isle of Man |

FILED
00 MAR -3 PM 3:30
SEC. OF STATE
FALLOUT, PENNS.



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.)

Carlton Management Inc.

Typed or printed name of signee