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Florida Department of State

Division of Corporations

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To:

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Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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LIMITED LIABILITY COMPANY

TELESOURCE EQUITIES II, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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May 12, 2000

EMPIRE CORPORATE KIT COMPANY

SUBJECT: TELESOURCE EQUITIES II, L.L.C.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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EMPIRE CORPORATE KIT

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ARTICLES OF ORGANIZATION
FOR
TELESOURCE EQUITIES II, L.L.C.

I, the undersigned, for the purpose of forming a Limited Liability Company under Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

ARTICLE I
NAME

The name of this Limited Liability Company shall be:

TELESOURCE EQUITIES II, L.L.C.

ARTICLE II
ADDRESS

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


36 N.E. 2nd Street, Suite 100
Miami, FL 33132

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE

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

Michael K. Roark
36 N.E. 2nd Street, Suite 100
Miami, FL 33132

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..


MICHAEL K. ROARK

Preparer: Kelley S. Roark, Esq.
955 N.E. 118th Street, Miami, FL 33161
(305) 891-0221
Florida Bar No. 925810

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TALLAHASSEE, FLORIDA

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ARTICLE IV
MANAGEMENT

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

I, THE UNDERSIGNED, in accordance with section 608.408(3), acknowledge that the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, and execute these Articles of Organization this 12 day of May, 2000.


MICHAEL K. ROARK

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TALLAHASSEE, FLORIDA

**ARTICLE IV
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I, THE UNDERSIGNED, in accordance with section 608.408(3), acknowledge that the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, and execute these Articles of Organization this 12 day of May, 2000.



MICHAEL K. ROARK, Member

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TALLAHASSEE, FLORIDA