

07/17/2000

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Division of Corporations

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Division of Corporations

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To:

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Fax Number : (850) 922-4003

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 14, PM 5: 00

FILED

LIMITED LIABILITY COMPANY

IDS TELCOM LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF CONVERSION TO A LIMITED LIABILITY COMPANY

Pursuant to Florida Statutes Section 608.439, IDS Telecom, a Florida general partnership, hereby converts to a Florida limited liability company by simultaneously filing the attached Articles of Organization and stating as follows:

1. IDS Telecom was formed on June 2, 1999 as a Florida general partnership. IDS Telecom remained as a Florida general partnership until the date of filing this Certificate of Conversion to a Limited Liability Company.
2. The name of the general partnership immediately prior to the filing of this Certificate of Conversion to a Limited Liability Company was "IDS Telecom".
3. The name of the limited liability company, as set forth in the attached Articles of Organization, is "IDS Telecom LLC".
4. The conversion to a limited liability company shall be effective as of the date this Certificate and the attached Articles of Organization are filed.

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TALLAHASSEE, FLORIDA

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These Articles of Organization are hereby executed by the undersigned Members of the Company.

IDS LONG DISTANCE, INC., a Florida corporation

By: *Michael Noshay*
Michael Noshay, President
Date: 7/13/00

ANTHONY L. PETRONE, INC., a Florida corporation

By: *Anthony L. Petrone*
Anthony L. Petrone, President
Date: 7/13/00

JOSEPH C. MILLSTONE, LLC, a Florida limited liability company

By: *Joseph C. Millstone*
Joseph C. Millstone, as the sole Member and Manager
Date: 7/13/00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
IDS TELCOM LLC**

ARTICLE I - Name

The name of the Limited Liability Company is "IDS TELCOM LLC" (the "Company").

ARTICLE II - Principal Office

The mailing address and street address of the principal office of the Company is: 1525 N.W. 167th Street, Suite 200, Miami, Florida 33169.

ARTICLE III - Registered Agent

The name of the initial registered agent of the Company is Michael Noshay, and the street address of the Company's initial registered agent is 1525 N.W. 167th Street, Suite 200, Miami, Florida 33169.

ARTICLE IV - Management

The Company will be a manager-managed company. The initial Managers shall be ANTHONY PETRONE, JOSEPH C. MILLSTONE, and MICHAEL NOSHAY.

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TALLAHASSEE, FLORIDA

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This Certificate of Conversion to a Limited Liability Company is hereby executed by the undersigned Partners of IDS Telcom and Members of IDS Telcom LLC.

IDS LONG DISTANCE, INC., a Florida corporation

By: 

Michael Noshay, President

Date: 7/13/00

ANTHONY L. PETRONE, INC., a Florida corporation

By: 

Anthony L. Petrone, President

Date: 7/13/00

JOSEPH C. MILLSTONE, LLC, a Florida limited liability company

By: 

Joseph C. Millstone, as the sole Member

Date: 7/13/00

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Acceptance of Appointment of Registered Agent

MICHAEL NOSHAY, having been named the Registered Agent of IDS TELCOM LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Chapter 608 of Florida Statutes.


MICHAEL NOSHAYDate: 7/13/00

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