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Florida Department of State
Division of Corporations
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00 JUL 31 AM 10:52
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LIMITED LIABILITY COMPANY
ACP TAMPA TELCOM LLC

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FAX AUDIT NO.H000000400739

ACP TAMPA TELCOM LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **ACP TAMPA TELCOM LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE III. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Managing Member, who shall be appointed in the Operating Agreement of the Company. Such Managing Member shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Managing Members are as follows:

Allen C. de Olazarra
Rodolfo Prio Touzet

c/o 701 Brickell Avenue
Suite 3000
Miami, Florida 33131

ARTICLE V. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement.

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ARTICLE VI. PURPOSE

The Limited Liability Company is organized solely to serve as the operating member of Tampa Telcom Center LLC.

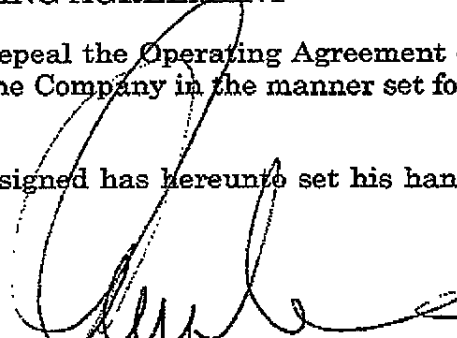
ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 31st day of July, 2000.


Stuart K. Hoffman
Duly Authorized Representative of a
Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Name: Steven Sonberg

Title: Vice President

Dated: July 31, 2000

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