

STOLZENBERG, GELLES & ZILBER, P.A.

L00000010682

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Mayda Nahhas, Paralegal

August 31, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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Re: *Articles of Organization for Telecard Buying Group, LLC*

To Whom It May Concern:

Enclosed please find the original plus a copy of the Articles of Organization for Telecard Buying Group, LLC together with a check in the amount of \$125.00 representing the registration fee for Telecard Buying Group, LLC as a Florida Limited Liability Company. Please acknowledge receipt of the foregoing by stamping the enclosed copy and returning it to us in the envelope we have provided.

If you have any questions or require any additional information to process this request please feel free to call.

Sincerely,

Stolzenberg, Gelles & Zilber, P.A.

Jerry Engel

Enc.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – NAME

The name of the Limited Liability Company formed hereby is Telecard Buying Group, LLC.

ARTICLE II – ADDRESS

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

1791 S.W. 3rd Avenue
Miami, Florida 33129

ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

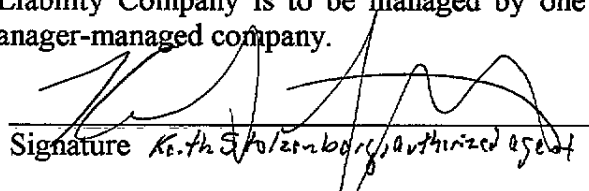
Keith Stolzenberg, Esq.
Stolzenberg, Gelles & Zilber, P.A.
2950 S.W. 27th Avenue, Suite 210
Miami, Florida 33133

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.


Keith Stolzenberg, Esq.

ARTICLE IV – MANAGEMENT

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


Signature *Keith Stolzenberg, Esq.*

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true)

Keith Stolzenberg
Print Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA