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October 30, 2000

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Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****25.00 *****25.00

Re: Articles of Organization of Telecommunications International Group, L.L.C.

To whom it may concern:

Enclosed are the Articles of Organization of Telecommunications International Group, L.L.C. for filing. We would like a filing date by your office as of today's date. The information which you will need is as follows:

Name: Gary S. Tradd
Address: 4731 Ingersoll Street
Houston, Texas 77027-6601
Phone No.: (713) 840-8770
Fax No.: (713) 850-1936

FILED
OCT 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you have any questions, please contact me at (713) 840-8770. Thank you for your assistance with this matter.

Sincerely,

Gary S. Tradd

GARY S. TRADD

GST:lw

L00-14431
OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 6, 2000

GARY TRADD
4731 INGERSOLL STREET
HOUSTON, TX 77027-6601

SUBJECT: TELECOMMUNICATIONS INTERNATIONAL GROUP, L.L.C.
Ref. Number: W00000026565

We have received your document for TELECOMMUNICATIONS INTERNATIONAL GROUP, L.L.C. and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 200A00057474

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NOV 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF TELECOMMUNICATIONS INTERNATIONAL GROUP, L.L.C.**

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization for such limited liability company:

ARTICLE I - NAME:

The name of the Limited Liability Company is: **TELECOMMUNICATIONS INTERNATIONAL GROUP, L.L.C.**

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is: 12230 Forest Hill Blvd., Suite 104, Wellington, Florida 33414.

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT=S SIGNATURE:**

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

William A. Paquin
12230 Forest Hill Blvd., Suite 104
Wellington, Florida 33414

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NOV 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept services 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

ARTICLE IV - MANAGEMENT (Check if applicable)

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

ARTICLE V - DURATION

The period of duration of this Limited Liability Company is perpetual.

ARTICLE VI - PURPOSE

The purpose for which the Limited Liability Company is organized is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

ARTICLE VI - ISSUANCE OF MEMBERSHIP UNITS

Except as expressly provided in the Regulations, no Member shall by reason of holding a unit or other membership interest in the Company have a preemptive, preferential or other right to acquire any additional or greater membership interest in the Company or any right to subscribe to or acquire any additional or greater membership interest in the Company (or any security of the Company convertible into or carrying such a right). Issuance of additional Membership Interests is subject to majority approval by the Members.

ARTICLE VII - REGULATIONS

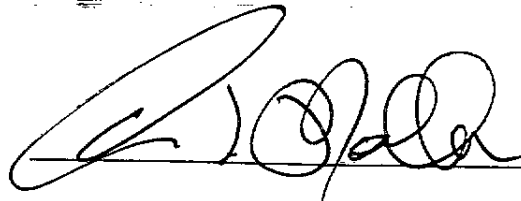
The initial Regulations will be adopted by the majority vote of the Members. The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the Members by majority vote.

ARTICLE VIII - LIMITATION OF LIABILITY

No Member or Manager shall be liable under any circumstances for the debts, taxes, assessments, fees, fines, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order of a court or otherwise.

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NOV 21 PM 5:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand on this 31 day of October, 2000.

A handwritten signature in black ink, appearing to be "R. J. [unclear]", written over a horizontal line.

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NOV 21 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA