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RESIDENTIAL TELECOM HOLDINGS

500 Australian Avenue South, Suite 110
West Palm Beach, FL 33401
561-659-5400
561-659-5671 fax

December 27, 2000


Florida Div of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Residential Telecom St. James, LLC

Dear Sir or Madam:

Please find enclosed the Articles of Organization for the above-referenced limited liability corporation. Also enclosed is our check in the amount of \$125 for filing and designation of the registered agent.

Sincerely,


Sally A. Larson

/sal

Enclosures

FILED
01 JAN -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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**ARTICLES OF ORGANIZATION FOR
RESIDENTIAL TELECOM ST. JAMES, L.L.C.**

ARTICLE I – Name:

The name of the Limited Liability Company is Residential Telecom St. James, LLC.

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is 500 Australian Ave. So., Suite 110, West Palm Beach, FL 33401.

**ARTICLE III – Registered Agent, Registered Office
and Registered Agent's Signature:**

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

Paul Rhodes
500 Australian Ave. So.
Suite 110
West Palm Beach, FL 33401

FILED
01-JAN-2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32304

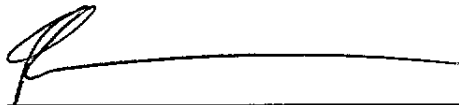
Having been named as registered agent and to accept service for process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.



By: Paul Rhodes

ARTICLE IV – Management:

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



By: Paul Rhodes

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

**Filing Fee: \$100.00 for Articles of Organization
\$25.00 Designation of Registered Agent**