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LIMITED LIABILITY COMPANY

SPACENET COMMUNICATIONS, LLC

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**ARTICLES OF ORGANIZATION OF
SPACENET COMMUNICATIONS, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, NEAL SIMMONS, pursuant to Florida Statutes 608.407 do hereby execute these Articles of Organization of SPACENET COMMUNICATIONS, L.L.C. ("the Limited Liability Company") for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act and do hereby state and set forth:

1. The name of the Limited Liability Company is SPACENET COMMUNICATIONS, L.L.C.
2. The period of duration of SPACENET COMMUNICATIONS, L.L.C. shall be perpetual.
3. The mailing address and street address of the principal office of the Limited Liability Company is 7110 N.W. 4th Avenue, Boca Raton, Florida 33487.
4. The name of the initial registered agent in Florida for the Limited Liability Company is NEAL SIMMONS and his street address is 7110 N.W. 4TH AVENUE, BOCA RATON, FLORIDA 33487. The acceptance of NEAL SIMMONS as registered agent appears after the execution of these Articles of Organization below.
5. No members shall be allowed to admit additional members except by a unanimous vote of the voting members of the Limited Liability Company, or upon such greater vote as may be prescribed by the Limited Liability Company regulations.
6. The Limited Liability Company shall not dissolve and the remaining members of the Limited Liability Company shall continue its business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.
7. The management of the Limited Liability Company is reserved to its voting members. The names and address of the voting member of the Limited Liability Company is :

FAOUZIABBOD 7110 N.W. 4TH AVENUE, BOCA RATON, FLORIDA 33487
8. All other matters regarding the relative rights of the voting and non-voting members of the Limited Liability Company, and the operations of the Limited Liability Company shall be determined by the Limited Liability Company

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regulations. The power to adopt, alter, amend, or repeal the regulations of the Limited Liability Company shall be vested in the voting members of the Limited Liability Company.

9. Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.
10. The purpose of the Company is to engage in any lawful business.

EXECUTED this _____ day of _____, 2001 by NEAL SIMMONS
as a voting member.


NEAL SIMMONS

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, ADRIAN P. THOMAS, does hereby accept his appointment as registered agent of SPACENET COMMUNICATIONS, L.L.C. a Florida Limited Liability Company and does hereby acknowledge that he is familiar with and accepts the obligations of that position and will discharge his duties in accordance with statute.

EXECUTED this _____ day of _____, 2001.


NEAL SIMMONS, Registered Agent