01000010795

ACCOUNT NO.: 072100000032

REFERENCE :

AUTHORIZATION:

COST LIMIT :

\$ 125.00

ORDER DATE : July 5, 2001

ORDER TIME : 10:37 AM

ORDER NO. : 210100-005

CUSTOMER NO:

81755A

CUSTOMER: Thomas D. Lumpkin, Esq.

Thomas D. Lumpkin, Esq

Suite 515

2655 Lejeune Road

Coral Gables, FL 33134

DOMESTIC FILING

NAME:

TEL-FREE COMMUNICATIONS US,

LLC

EFFECTIVE DATE:

800004460148--4

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION of TEL-FREE COMMUNICATIONS US, LLC

ARTICLE I NAME

The name of the limited liability company is Tel-Free Communications US, LLC.

ARTICLE II ADDRESS

The mailing address and the street address of the principal office of the company is Centro El Recreo, Torre Sur, Piso 10, Of. 10-01, Sabana Grande, Caracas, Venezuela.

ARTICLE III MANAGERS

The company is to be managed by one or more managers.

ARTICLE IV NAME AND ADDRESS OF REGISTERED AGENT

The name and the street address of the initial registered agent are Thomas D. Lumpkin, II, 2655 Le Jeune Road, Suite 515, Coral Gables, Florida 33134.

Signed by an authorized representative of a member of the company on July 3, 2001.

Thomas D. Lumpkin, II, authorized representative

ACCEPTANCE OF REGISTERED AGENT

Thomas D. Lumpkin, II, having been named as the Registered Agent in the foregoing Articles, hereby accepts the appointment and states that he is familiar with and accepts the obligations of the position.

Thomas D. Lumpkin, II