



L020000 005125

ACCOUNT NO. : 072100000032

REFERENCE : 427464-005 *Patricia Rojas*

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : March 4, 2002

ORDER TIME : 4:38 PM

ORDER NO. : 427464-005

CUSTOMER NO: 7270666

400005043014-5

CUSTOMER: Douglas Bowdoin, Esq
Beusse, Brownlee, Bowdoin &
Wolter, P.a.
Suite 2500
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: ONE RATE PHONES, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS

02 MAR -5 AM 8:38

RECEIVED

02 MAR -5 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

2002

**ARTICLES OF ORGANIZATION OF
ONE RATE PHONES, LLC**

One Rate Phones, LLC, files these Articles of Organization.

ARTICLE I

The name of the limited liability company ("Company") is One Rate Phones, LLC.

ARTICLE II

The mailing and street address of the Company's principal office is 390 North Orange Avenue, Suite 2500, Orlando, Florida 32801.

ARTICLE III

The name and street address of the Company's initial registered agent for service of process in Florida is Douglas Bowdoin, 390 North Orange Avenue, Suite 2500, Orlando, Florida 32801.

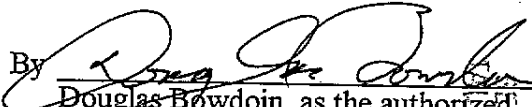
ARTICLE IV

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, an authorized representative of One Rate Phones, LLC, has executed these Articles of Organization this 28 day of February, 2002 at Orlando, Florida.

ONE RATE PHONES, LLC

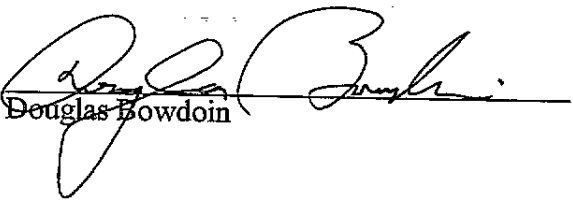
By


Douglas Bowdoin, as the authorized
representative of One Rate Phones, LLC

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for One Rate Phones, LLC, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28 day of February, 2002.


Douglas Bowdoin

02 MAR - 5 AM 9:28
CLERK OF DISTRICT COURT
JANUARY 1, 2002
MASSACHUSETTS
FILED

APPROVED
AND
FILED