LAW OFFICES

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MITRANI, RYNOR, ADAMSKY & MACAULAY, P.A.

2200 Suntrust International Center One Southeast Third Avenue Miami, Florida 33131

> TELEPHONE (305) 358-0050 TELECOPIER (305) 358-0550

September 23, 2002

EFFECTIVE DATE

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SEP 25 AM 10: 34

FILED

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*****25-80

VIA FACSIMILE

Registration Section Division of Corporations PO Box 6327 Tallahassee, FL 32314

Re: <u>Concept Telecom LLC</u>

U.A.

Dear sir or madam:

Enclosed please find the Articles of Organization and Certificate of Designation or Registered Agent for the referenced limited liability company. Also enclosed is a money order in the amount of \$125.00 to cover the filing fee and the Designation of Registered Agent.

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Please contact me as quickly as possible if you require any additional information.

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Pedro G. Menocal.

Very truly yours,



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ARTICLES OF ORGANIZATION OF CONCEPT TELECOM LLC A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, acting as organizer and as a member or authorized representative of a member of Concept Telecom LLC, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE 1. NAME

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The name of this limited liability company is Concept Telecom, L.L.C (the "Company").

ARTICLE 1. ADDRESS

The mailing and street address of the principal office of the Company shall be 255 Sunrise Drive, #107, Key Biscayne, FL 33149.

ARTICLE 2. INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent shall be Pedro G. Menocal, whose address is 1 SE 3rd Avenue, Miami, FL 33131.

ARTICLE 3. MANAGEMENT

The management of the Company is reserved to its members (the "Members").

ARTICLE 4. OPERATING AGREEMENT

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

ARTICLE 5. EFFECTIVE DATE

The effective date of the Company shall be September 23, 2002.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 23rd day of September 2002.

Pedro G. Menocal

(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.)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE OF CONCEPT TELECOM LLC

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is Concept Telecom LLC.
- The registered agent for the Company is Pedro G. Menocal and his address is c/o Mitrani Rynor Adamsky & Macaulay, P.A., One South East Third Avenue, Miami, FL 33131.

Having been named as registered agent and to accept service 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.

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Date

(Signature)

1 ILED 02 SEP 25 AM 10: 31 SECRETARY OF STATE TALLAHASSEE, FLORIC