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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
CIANFRONE & POLSTER
A Partnership of Professional Associations

Joseph R. Cianfrone
Neil E. Polster

1968 Bayshore Boulevard
Dunedin, Florida 34698

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April 7, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Telco Trading International, LLC

Dear Sir/Madame:

Enclosed please find Amended and Restated Articles of Organization for Telco Trading International, LLC, along with our check payable to the Department of State in the amount of \$35.00.

Please return proof of filing.

Sincerely,

JOSEPH R. CIANFRONE, P.A.

Joseph R. Cianfrone

JRC:dmc
Enclosures

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03 APR 15 PM 3:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
TELCO TRADING INTERNATIONAL, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The Articles of Organization of TELCO TRADING INTERNATIONAL, LLC were originally filed on February 6, 2003, with the Florida Department of State, Tallahassee, Florida. The following amendments to the Articles of Organization were unanimously adopted by the Members at a meeting of the Members on February 15, 2003.

ARTICLE I
NAME

The name of the Limited Liability Company is: TELCO TRADING INTERNATIONAL, LLC.

ARTICLE II
ADDRESS

The mailing address of the principal office of the limited liability company is:

334 East Lake Road, #288
Palm Harbor, Florida 34685

ARTICLE III
COMMENCEMENT AND DURATION

The limited liability company shall commence existence five (5) days prior to filing with the Department of State. The limited liability company shall dissolve and terminate at the earliest of the following events:

1. Written consent of all members;
2. Thirty years from the date of the formation of the limited liability company;
3. The entry of decree of judicial dissolution.

ARTICLE IV
MANAGEMENT

The limited liability company is to be managed by a Manager selected by the Member(s). The initial Manager selected by the Member(s) is:

Dr. Pier-Luigi Carulli
TREMAR S.A.
Via S. Balestra 15a
P.O. Box 3008
CH-6901 LUGANO
Switzerland

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of all members, and in accordance with requirements, provided in the Operating Agreement.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the limited liability company continue the business on 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 company shall be granted by the unanimous consent of all remaining Members.

ARTICLE VII - Registered Agent

The street address and name of the Registered Agent of the limited liability company shall be:

Joseph R. Cianfrone, Esquire
1968 Bayshore Boulevard
Dunedin, FL 34698

ARTICLE VIII - Registered Office

The Registered Office of the limited liability company shall be:

1968 Bayshore Boulevard
Dunedin, FL 34698

These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411, Florida Statutes. This Certificate of Amended and Restated Articles of Organization shall be effective upon filing.

IN WITNESS WHEREOF, we have executed this Certificate of Amended and Restated Articles of Organization on this 2nd day of April, 2003, at Lugano, Switzerland.



Dr. Pier-Luigi Carulli, Member



Signed-Authorized Representative

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

Joseph R. Cianfrone
(Typed Name Signee)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

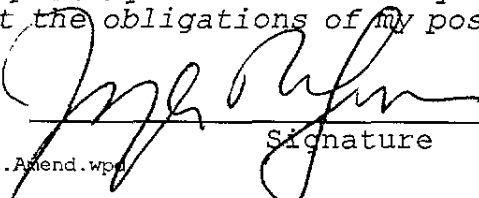
1. The name of the limited liability company is:

TELCO TRADING INTERNATIONAL, LLC

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

Joseph R. Cianfrone, Esquire
1968 Bayshore Boulevard
Dunedin, Florida 34698

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.



Signature