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Florida Department of State
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To:
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Fax Number : (850)205-0383

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

LIMITED LIABILITY COMPANY

y-tel international, l.l.c.

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[Handwritten signature]



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 8, 2003

EMPIRE

SUBJECT: Y-TEL INTERNATIONAL, L.L.C.
REF: W03000022486

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Trevor Brumbley
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ARTICLES OF ORGANIZATION
OF
Y-TEL INTERNATIONAL, L.L.C.

The undersigned Organizer, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 808 (2002), hereby makes, acknowledges, and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be:

Y-TEL INTERNATIONAL, L.L.C. (hereinafter "the Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

808 O'Neal Lane
Baton Rouge, LA 70816

ARTICLE III - PURPOSE

The purpose of the Company is to engage in every phase of any and all activities or business purposes permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or business as may be permitted in any foreign country. Without limitation to any of the foregoing, it is the express intent of the Company to become qualified to conduct business in Panama, and transact business within, to and from Panama.

ARTICLE IV - DURATION

The period of duration of the Company is 25 years from the date of the filing of these Articles with the Secretary of State, unless the Company is dissolved earlier upon a determination by Members owning more than 50% of the Company, that the Company should be dissolved, or at such earlier time as provided by applicable law.

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ARTICLE V -REGISTERED AGENT

The name and address of the registered agent of the Company in the State of Florida are:

James A. Barrios, Esquire
521 Buena Vista Street
Lakeland, Florida 33805

ARTICLE VI -STRUCTURE OF THE COMPANY

Membership interests in the Company shall be measured in Percentage Interest Units, each Percentage Interest Unit to represent such amount of capital contributions as the Members unanimously determine. The Company is authorized to issue One Thousand Percentage Interests Units, which may be evidenced by certificates. The contents of such certificates shall be determined by the Members.

ARTICLE VII -MANAGEMENT AND CONTROL OF THE COMPANY

Except as expressly provided otherwise herein or otherwise agreed, management of the Company is vested in the Members in proportion to the Percentage Interest Units held by each Member, which shall be calculated by dividing the number of a Member's Percentage Interest Units by the total of all outstanding (issued) Percentage Interest Units. The Members, and any of their affiliates, may engage in other activities of any nature.

ARTICLE VIII -VOTING RIGHTS

At any meeting of the Members, each Member entitled to vote shall have a number of votes equal to the number of Percentage Interest Units issued to the Member pursuant to Article V (above). Meetings of the Members may be called by Members representing in the aggregate, more than 50% of the Percentage Interest Units issued by the Company. The Company shall deliver or mail written notice stating the date, time and place of any meeting of the Members, and, when otherwise required by law, a description of the purposes for which the meeting is called, to each Member of record entitled to vote at the meeting, at such address as appears in the records of the Company, such notice to be mailed at least Ten (10), but not more than Forty-five (45) days, before the date of the meeting. Members may waive the notice requirements of the meeting. Members may further appear and vote by proxy, provided appointment of such proxy is in writing. At any meeting of the Members, presence of Members entitled to cast at least Fifty-one percent (51%) of the total votes of all Member entitled to vote at such meeting constitutes a quorum.

ARTICLE IX - MAJOR DECISIONS

No act concerning a "major decision" shall be taken, sum expended, decision made or obligation incurred by the Company, except by the consent of Members holding a super-majority of outstanding (issued) Percentage Interest Units ("Super Majority"). A Super Majority shall mean greater than Sixty-six percent (66%) of issued Percentage Interest Units, and notice requirements shall be as provided in Article VIII. Major Decisions include sale or encumbrance of substantially all of the assets of the Company; borrowing of money (in the Company's name); commission of any act that would make it impossible for the Company to carry on its ordinary business, or severely hinder the Company's ability to do so; amendment of these Articles of Organization, and/or any operating agreement or regulations adopted by the Members; altering Management responsibilities; determinations concerning compensation for any Members providing management services to the Company; and decisions concerning distributions.

ARTICLE X - CAPITAL AND CAPITAL ACCOUNTS

Additional capital may be contributed to the Company, but only on the written consent of a Super Majority. No interest may be paid on Capital Contributions. An individual capital account ("Capital Account") must be established and maintained on behalf of each Member, including any additional or substituted Member who shall hereafter receive an interest in the Company. The Capital Accounts of each Member consists of the amount of cash the Member has contributed to the Company, plus the agreed fair market value of any property the Member has contributed to the Company, less any liabilities assumed by the Company or to which such property is subjected, plus the amount of profits or income allocated to such Member, less the amount of losses and deductions allocated to such members, less the amount of all cash distributed to such member, less the fair market value of any property distributed to such member, less such Members' share of any other expenditures which are not deductible by the Company for federal income tax purposes or which are not allowable as additions to the basis of Company property, and subject to such other adjustments as may be required under the Internal Revenue Code.

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NAME	ADDRESS	PERCENTAGE INTEREST UNITS
Conroy Management and Associates, Inc.	806 O'Neal Lane Baton Rouge, LA 70816	200
Gin Greek, Inc.	P.O. Box 475 Montrose, AL 36559	200
Avitra, S.A.	Juncal 1327, Piso 18 Montevideo, Uruguay	150
John R. McArdle, Jr.	1455 Thomas Circle Lakeland, Florida 33811	30
PERCENTAGE INTEREST UNITS ISSUED:		580
PERCENTAGE INTEREST UNITS NOT ISSUED:		420
TOTAL AUTHORIZED:		1,000

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ARTICLE XIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The business of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a Member or a manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company (including insanity, retirement, resignation, and expulsion of a Member or manager).

ARTICLE XIV - ORGANIZER

The name and address of the Organizer is:

James A. Barrios, Esquire
P.O. Box 5575
Lakeland, Florida 33807

IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these Articles of Organization, at Lakeland, Polk County, Florida, this 8th day of August, 2003.


James A. Barrios, Esq.
Organizer

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, Y-Tel International, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

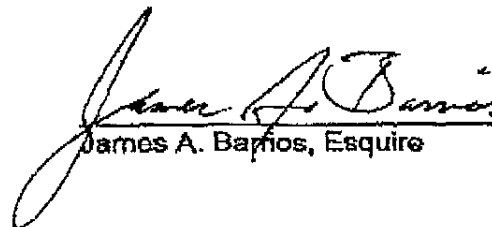
1. The name of the limited liability company is Y-Tel International, L.L.C.

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

James A. Barrios, Esquire
521 Buena Vista Street
Lakeland, Florida 33805

The undersigned, being the person named in the articles of organization of Y-Tel International, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated this 7th day of August, 2003.


James A. Barrios, Esquire

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