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Florida Department of State
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

MASSALIA TELECOM, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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OR

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(3)

**ARTICLES OF ORGANIZATION
OF
MASSALIA TELECOM, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Massalia Telecom, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1508 Bay Road, Miami Beach, FL 33139.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in the operating agreement.

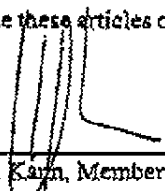
ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Michael P. Gable, 4000 Hollywood Boulevard, Suite 735 South Tower, Hollywood, Florida 33021-6755.

ARTICLE V -- MANAGEMENT

The company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. This operating agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned has made these articles of organization at Miami Beach, Florida, on December 15, 2003.


Thomas M. Karm, Member

(In accordance with § 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)

Prepared By:
Michael Heidt, Esq.
Fla. Bar No. 435414
4000 Hollywood Blvd., Suite 735 South
Hollywood, Florida 33021
(954) 966-2501

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is Massalia Telecom, LLC
2. The name and address of the registered agent and office is:

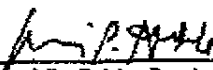
Michael P. Gable
4000 Hollywood Boulevard, Suite 735 South
Hollywood, Florida 33021-6755

SECRETARY OF STATE
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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.


Michael P. Gable, Registered Agent

December 15, 2003
Date

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Prepared By:
Michael Heidt, Esq.
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